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JOHN A STALFORT  
410-385-3424

March 16, 1998

RECORDATION NO. 20534-R FILED

MAR 17 '98

11-15 AM

via FEDERAL EXPRESS

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  
Attention: Mrs. Janice Fort  
Recordation

MAR 17 11 15 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Our File No.: 258-1771

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

Memorandum of First Amendment of Assignment of Master Sublease Documents dated March 16, 1998 by The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Allied Irish Banks plc (Bankcentre, Ballsbridge, Dublin 4 Ireland) which relates to the Memorandum of Assignment of Master Equipment Sublease dated January 14, 1998 by The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Allied Irish Banks plc (Bankcentre, Ballsbridge, Dublin 4 Ireland) recorded with the Surface Transportation Board on January 20, 1998 under Recordation No. 20534-L.

Also enclosed is a check in the amount of \$24.00 to cover the costs of recordation.

Once this document has been recorded, please return the same to the undersigned.

Thank you for your prompt attention to this matter. Please call me at 1-800-344-2532 if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Michele E. Sperato". The signature is written in a cursive style with a large, looping initial "M".

Michele E. Sperato  
Legal Assistant

Enclosures

# SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

## OFFICE OF THE SECRETARY

John A. Stalfort

Miles & Stockbridge

10 Light Street

Baltimore, MD., 21202-1487

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/17/98

at 11:15AM

assigned recordation numbers (s). 20534- R.

Sincerely Yours,

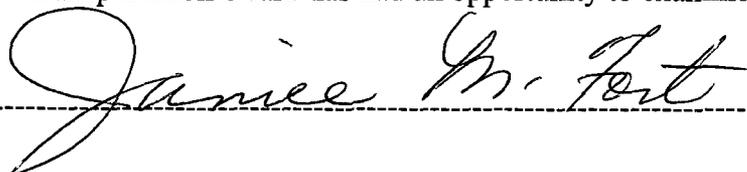
  
Vernon A. Williams  
Secretary

Enclosure(s)

24.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



STATE OF MARYLAND

SS:

CITY OF BALTIMORE

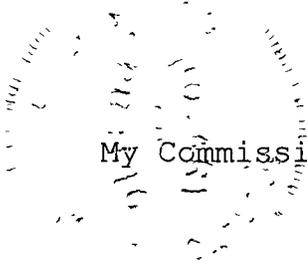
THIS IS TO CERTIFY that the attached Memorandum of First Amendment of Assignment of Master Sublease Documents is a true and complete copy of such Memorandum of First Amendment of Assignment of Master Sublease Documents.

WITNESS my hand and seal this 16<sup>th</sup> day of March, 1998.

Michelle E. Sperato  
Notary Public

My Commission Expires:

January 28, 2001



RECORDATION NO. 20534 R  
FILED

MEMORANDUM OF FIRST AMENDMENT OF **MAR 17 '98**  
ASSIGNMENT OF MASTER SUBLEASE DOCUMENTS

11-15 AM

**THIS MEMORANDUM OF FIRST AMENDMENT OF ASSIGNMENT OF MASTER EQUIPMENT SUBLEASE** (this "Memorandum") is made as of March 16, 1998 by **THE FIRST NATIONAL BANK OF MARYLAND**, a national banking association (the "Assignor") and **ALLIED IRISH BANKS plc** (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Assignment of Master Sublease Documents (the "Assignment") dated as of November 19, 1997 pursuant to which the Assignor assigned to the Assignee and Assignee purchased from Assignor all of the Assignor's right, title and interest in and to Master Equipment Sublease (the "Master Equipment Sublease") between Assignor, as lessor, and Illinois Central Railroad Company (the "Lessee"), dated as of November 19, 1997 and Schedule 1 to Master Equipment Sublease dated as of November 19, 1997 (collectively, the "Sublease").

B. Pursuant to a First Amendment of Master Sublease Documents dated March 16, 1998, the Assignment has been amended to exclude the assignment of the Master Equipment Sublease.

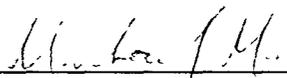
C. A memorandum of the Assignment was recorded with the Surface Transportation Board on January 20, 1998 under Recordation No. 20534-L.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

**THE FIRST NATIONAL BANK OF  
MARYLAND**

By:  (SEAL)  
Paul L. Gettings  
Vice President

**ALLIED IRISH BANKS plc**

By:  (SEAL)  
Michael Morris, Attorney-in-Fact

STATE OF MARYLAND, CITY OF BALTIMORE.

On this 14 day of March, 1998, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Maryland a national banking association, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal

  
\_\_\_\_\_  
Notary Public

Roger Weaver, Notary Public  
State of Maryland  
~~Commission expires~~ Jan. 10, 1999

My commission expires:

STATE OF         , COUNTY OF         

On this 14 day of March, 1998, before me, a Notary Public of the City and state aforesaid, personally appeared Michael Morris, to me personally known, who being by me duly sworn, says that he is the duly authorized representative of Allied Irish Banks plc, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal

  
\_\_\_\_\_  
Notary Public

Roger Weaver, Notary Public  
State of Maryland  
Commission expires Jan. 10, 1999

My commission expires: