

RECORDATION NO. 23204 FILED

OCT 27 '00 10-01 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 26, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease, dated October 25, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
6250 River Road
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company
3 Commercial Place
Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

four (4) GP 38-2 locomotives NS5501 - NS5504

Mr. Vernon A. Williams
October 26, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease, between First Union Rail Corporation,
Lessor, and Norfolk Southern Railway Company, covering
four (4) GP 38-2 locomotives NS 5501 - NS 5504.

Also enclosed is a check in the amount of \$26.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23204 FILED

**MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT**

OCT 27 '00 10-01 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Equipment Lease Agreement dated as of October 25, 2000 (the "Lease") between First Union Rail Corporation (the "Lessor") and Norfolk Southern Railway Company (the "Lessee") for the purposes of satisfying the requirement of recordation with the Surface Transportation Board under Section 49 U.S.C. 11101. The Lessor is the owner of the locomotives more fully described in Annex A hereto (the "Locomotives"). The Lessee leased from the Lessor all the Locomotives at the rentals and upon the terms and conditions provided in the Lease. This Memorandum of Lease may be signed in one or more counterparts with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of the 25 day of October, 2000.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of the ____ day of October, 2000.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Title: RICHARD F. SEYMOUR
Vice President Sales & Marketing

STATE OF Illinois)
)
COUNTY OF Cook)

On October 16, 2000, before me, K. A. Dombrowski, personally appeared Richard F. Seymour, provided to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity on behalf of which the person acted, executed the instrument.

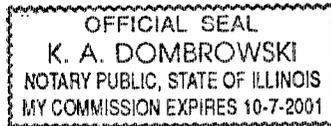
WITNESS my hand and official seal.

K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2001

[NOTARY SEAL]



IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of the ___ day of October, 2000.

LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig

Title: Vice President and Treasurer

STATE OF Virginia)
City)
COUNTY OF Norfolk)

On October 18, 2000 before me, Sandra J. Kirby, personally appeared William J. Romig, provided to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Sandra J. Kirby
Notary Public

My Commission Expires:

MARCH 31, 2002

[NOTARY SEAL]



Annex A

Description of Equipment

Equipment

Quantity

Reporting Marks

(See attached list)

ANNEX A

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Electric	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4108	7326-9	NS 5501
General Electric	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2778	7240-2	NS 5502
General Electric	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2818	7240-66	NS 5503
General Electric	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4104	7326-5	NS 5504