RECORDATION NO. 18695-C FILED

DEC 7 '00 2-49 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES
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WASHINGTON, D.C.

December 1, 2000

RECEIVED DEC 5 2000 MAIL MANAGEMENT STB

Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001
Attn: Ms. Taledia Stokes

Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination and Release of Lease Agreement, dated November 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents to be filed under recordation number 18695.

The name and address of the parties to the enclosed document are:

Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042

Lessor: Allfirst Leasing Corporation
25 South Charles Street
Baltimore, Maryland 21201

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

Fifty (50) 4,750 cu. ft. aluminum covered hopper railroad cars bearing the marks and numbers within the series 258000 NS - 258026 NS, 258028 NS - 258036 NS, 258038 NS - 258042 NS, 258044 NS - 258045 NS and 258047 NS - 258053 NS.

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

Memorandum of Termination and Release of Lease Agreement between Norfolk Southern Railway Company, Lessee, and Allfirst Leasing Corporation, Lessor, covering fifty (50) 4,750 cu. ft. aluminum covered hopper railroad cars bearing the marks and numbers within the series 258000 NS - 258026 NS, 258028 NS - 258036 NS, 258038 NS - 258042 NS, 258044 NS - 258045 NS and 258047 NS - 258053 NS.

9P

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.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,

David M. Schilling
Legal Assistant

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION AND
RELEASE OF LEASE AGREEMENT

THIS MEMORANDUM OF TERMINATION AND RELEASE OF LEASE AGREEMENT (this "Memorandum of Termination") is made and entered as of November 30, 2000, between ALLFIRST LEASING CORPORATION (formerly known as First Maryland Leasecorp), a Maryland corporation (the "Lessor") and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Lessee"), with reference to the following:

1. Pursuant to the Lease Agreement dated as of October 14, 1993 between Railcar, Ltd., a Georgia corporation ("Railcar") and Lessee (the "Lease"), Railcar leased certain railroad freight car equipment more specifically described in Exhibit A attached hereto and incorporated herewith (the "Cars") to Lessee. A memorandum of the Lease was recorded with the Surface Transportation Board (formerly, the Interstate Commerce Commission) ("STB") pursuant to 49 U.S.C. §11301 and assigned recordation number 18695.

2. Pursuant to the Master Assignment Agreement dated as of July 16, 1996 between Railcar and Lessor (the "Assignment"), Railcar assigned to Lessor and Lessor purchased, accepted and assumed, all of Railcar's rights and obligations with respect to the lease arrangement, including all of Railcar's right, title and interest in and to the Cars and the Lease. A memorandum of the Assignment was recorded with the STB pursuant to 49 U.S.C. §11301 and assigned recordation number 18695-B. The Bill of Sale pursuant to which the Cars were sold by Railcar to Lessor was recorded with the STB and assigned recordation number 20185.

3. The Lease is hereby terminated.

4. Lessor hereby releases its right, title and interest in and to the Cars and the Lease.

5. This Memorandum of Termination may be signed in counterparts or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

RECEIVED
DEC 5 2000
MAIL
MANAGEMENT
STB

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

ALLFIRST LEASING CORPORATION
(formerly known as First
Maryland Leasecorp)

By: _____
Roger Weaver
Vice President

NORFOLK SOUTHERN RAILWAY
COMPANY

By: _____
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

On November 30, 2000, before me personally appeared Roger Weaver, to me personally known, who being by me duly sworn says that he is Vice President of Allfirst Leasing Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Bethany A. Fischer
Notary Public
My commission expires: 8/13/01

BETHANY A. FISCHER
NOTARY PUBLIC
BALTIMORE CO., MD.

[NOTARIAL SEAL]

COMMONWEALTH OF VIRGINIA, COUNTY OF NORFOLK, to wit:

On _____, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn says that he is _____ of Norfolk Southern Railway Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

BALT01:388061v1|258-000007|11\17\00

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

ALLFIRST LEASING CORPORATION (formerly known as First Maryland Leasecorp)

By:_____
Roger Weaver
Vice President

NORFOLK SOUTHERN RAILWAY COMPANY

By: S M Reynolds
Name: S.M. REYNOLDS
Title: MANAGER – PURCHASING

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

On _____, 2000, before me personally appeared Christopher A. Pistell, to me personally known, who being by me duly sworn says that he is Vice President of Allfirst Bank, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

COMMONWEALTH OF VIRGINIA, ~~COUNTY OF NORFOLK~~, to wit:

On November 29, 2000, before me personally appeared S.M. Reynolds, to me personally known, who being by me duly sworn says that she is Manager Purchasing of Norfolk Southern Railway Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Freda P. Huberts
Notary Public
My commission expires: 12/31/2003

[NOTARIAL SEAL]

BALT01:388061v1|258-000007|11\17\00

SM

EXHIBIT A

DESCRIPTION OF RAILCARS

Fifty (50) 4,750 cu. ft. aluminum covered hopper railroad cars bearing the following car numbers and marks:

258000 NS	258001 NS	258002 NS	258003 NS	258004 NS	258005 NS
258006 NS	258007 NS	258008 NS	258009 NS	258010 NS	258011 NS
258012 NS	258013 NS	258014 NS	258015 NS	258016 NS	258017 NS
258018 NS	258019 NS	258020 NS	258021 NS	258022 NS	258023 NS
258024 NS	258025 NS	258026 NS	258028 NS	258029 NS	258030 NS
258031 NS	258032 NS	258033 NS	258034 NS	258035 NS	258036 NS
258038 NS	258039 NS	258040 NS	258041 NS	258042 NS	258044 NS
258045 NS	258047 NS	258048 NS	258049 NS	258050 NS	258051 NS
258052 NS	258053 NS				

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Termination and Release of Lease Agreement is a true and complete copy of said Memorandum of Termination and Release of Lease Agreement.

WITNESS my hand and seal this 1st day of December, 2000.

_____
Notary Public

My Commission Expires: