

RECORDATION NO. 23204-B FILED

MAR 20 2001 2-36 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 20, 2001

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 two (2) copies of a Special Warranty Bill of Sale, dated as of March 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

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

Seller: First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60118

Buyer: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21202

Mr. Vernon A. Williams  
March 20, 2001  
Page 2

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

Seven (7) GP-38-2 locomotives with NS rail marks and pre-refurbishment road numbers 2778, 2818, 4104, 4108, 4116, 4118 and 4119, and post-refurbishment road numbers 5501 – 5507 inclusive.

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

Special Warranty Bill of Sale, dated as of March 15, 2001, between First Union Rail Corporation, Seller, and Allfirst Bank, Buyer, covering seven (7) GP-38-2 locomotives with NS rail marks and pre-refurbishment road numbers 2778, 2818, 4104, 4108, 4116, 4118 and 4119, and post-refurbishment road numbers 5501 – 5507 inclusive.

Also enclosed is a check in the amount of \$27.00 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/bjg  
Enclosures

RECORDATION NO. 23204-B FILED

MAR 20 '01 2:36 PM

**SPECIAL WARRANTY BILL OF SALE**

**SURFACE TRANSPORTATION BOARD**

In consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration received by FIRST UNION RAIL CORPORATION, a North Carolina corporation, ("Seller"), the receipt and sufficiency of which are hereby acknowledged by Seller, Seller does hereby bargain, transfer, assign, set over and deliver unto ALLFIRST BANK, a Maryland state-chartered commercial bank, its successors and assigns ("Buyer"), all of Seller's right, title and interest in and to the Accepted Units more particularly described on Annex A hereto (the "Assets"). Capitalized terms used herein and not otherwise defined herein shall have the meanings provided thereto in that certain Purchase Agreement dated as of the date hereof (the "Purchase Agreement") between Buyer and Seller.

Seller hereby warrants that Title to the Assets is free and clear of any and all liens created by Seller other than Permitted Liens.

TO HAVE AND TO HOLD the same unto Buyer and its successors and assigns forever.

NOTWITHSTANDING ANY OTHER PROVISION OF THE BILL OF SALE TO THE CONTRARY, THE ASSETS ARE DELIVERED "AS-IS" "WHERE IS" "WITH ALL FAULTS" AND, EXCEPT AS SET FORTH HEREIN AND IN THE PURCHASE AGREEMENT, SELLER EXPRESSLY DISCLAIMS AND MAKES NO REPRESENTATION OR WARRANTY, EITHER EXPRESSED OR IMPLIED, AS TO ANY MATTER WHATSOEVER WITH RESPECT TO THE ASSETS, INCLUDING, WITHOUT LIMITATION, THE DESIGN OR CONDITION OF THE ASSETS, THEIR MERCHANTABILITY, DURABILITY, SUITABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, THE QUALITY OF THE MATERIAL OR WORKMANSHIP OF THE ASSETS, OR THE CONFORMITY OF THE ASSETS TO THE PROVISIONS AND SPECIFICATIONS OF ANY PURCHASE ORDER OR ORDERS RELATING THERETO, OR ANY OTHER MATTER CONCERNING THE ASSETS OR THE FINANCING THEREOF (WHICH DISCLAIMER BUYER HEREBY SPECIFICALLY ACKNOWLEDGES PURSUANT TO ITS ACCEPTANCE OF THIS BILL OF SALE) AND IN NO EVENT SHALL SELLER BE LIABLE FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER. BUYER HEREBY WAIVES ANY CLAIM OR EXPENSE CAUSED BY THE ASSETS OR BY BUYER'S LOSS OF USE THEREOF FOR ANY REASON WHATSOEVER WITHOUT LIMITING THE GENERALITY OF THE FOREGOING. SELLER SHALL NOT BE LIABLE OR RESPONSIBLE FOR ANY DEFECTS, EITHER PATENT OR LATENT (WHETHER OR NOT DISCOVERABLE BY BUYER) IN THE ASSETS, OR FOR ANY DIRECT OR INDIRECT DAMAGE TO PERSONS OR PROPERTY RESULTING FROM SUCH DEFECTS, OR FOR BUYER'S LOSS OF USE OF THE ASSETS OR FOR ANY INTERRUPTION IN BUYER'S BUSINESS CAUSED BY BUYER'S INABILITY TO USE THE ASSETS FOR ANY REASON WHATSOEVER.

This Bill of Sale shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale on the 15<sup>th</sup> day of March, 2001.

FIRST UNION RAIL CORPORATION

By: Richard E. Seymour

Name: RICHARD E. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

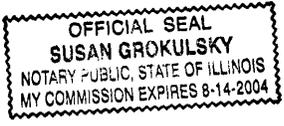
STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 12<sup>th</sup> day of March, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared RICHARD E. SEYMOUR, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT SALES & MARKETING of First Union Rail Corporation, a North Carolina corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

AS WITNESS my hand and notarial seal

Susan Grokulska  
Notary Public

My Commission Expires: 8-14-2004



## ANNEX A

### Assets

#### Locomotive Hulks

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS 4104	7326-5	NS 5504
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS 4116	7326-17	NS 5505
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS 4119	7326-20	NS 5506
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS 4118	7326-19	NS 5507

#### Refurbished Units

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