

RECORDATION NO. 23204-C FILED

MAR 20 '01 2-38 PM  
TS  
SURFACE TRANSPORTATION BOARD

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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 Memorandum of Partial Assignment of Equipment Lease, 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:

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

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

Mr. Vernon A. Williams  
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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:

Memorandum of Partial Assignment of Equipment Lease, dated as of March 15, 2001, between First Union Rail Corporation, Assignor, and Allfirst Bank, Assignee, 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

**MEMORANDUM OF PARTIAL ASSIGNMENT OF EQUIPMENT LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of March 15, 2001 is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC"), and ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. FURC, as lessor has leased the Locomotives under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. FURC, as seller, and Allfirst, as buyer, are parties to that certain Purchase Agreement, dated of even date herewith, pursuant to which, FURC has sold to Allfirst the locomotives identified on Schedule 1 attached hereto (the "Locomotives").

D. FURC and Allfirst are parties to that certain Assignment and Assumption Agreement dated of even date herewith, herewith pursuant to which FURC has assigned to Allfirst certain rights and obligations of "Lessor" under the Lease.

E. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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

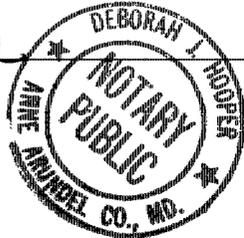
ALLFIRST BANK

By: Richard M. Folio  
Name: RICHARD M. FOLIO  
Title: VICE PRESIDENT

STATE OF Maryland )  
City ) ss:  
COUNTY OF Baltimore )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 12<sup>th</sup> day of March, 2001 by Richard M. Folio, as Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

Deborah J. Hooper  
Notary Public



My commission expires: 7/27/02

[Notarial Seal]

SCHEDULE 1

**DESCRIPTION OF LOCOMOTIVES**

<b>MANUFACTURER</b>	<b>MODEL</b>	<b>TYPE</b>	<b>PRE-REFURBISHMENT ROAD NO.</b>	<b>SERIAL NO.</b>	<b>POST-REFURBISHMENT ROAD NO.</b>
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
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	NS4118	7326-19	NS 5507