

RECORDATION NO. 23204-E FILED

APR 03 '01 13-06 PM

SURFACE TRANSPORTATION BOARD

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

April 3, 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 Lease (Schedule No. 2), dated as of March 30, 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 _____.

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

Lessor: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

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

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

2 locomotives NS 5508 and NS 5509

Mr. Vernon A. Williams
April 3, 2001
Page Two

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

Memorandum of Lease (Schedule No. 2) between Allfirst Bank,
Lessor, and Norfolk Southern Railway Company, Lessee.

Also enclosed is a check in the amount of \$28.00 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,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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**MEMORANDUM OF LEASE
(Surface Transportation Board)**

APR 03 '01 13-06 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of March ~~30~~, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

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

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 2 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the the "Lease").

B. 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.

C. 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.

[The remainder of this page has been intentionally left blank]

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

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig
Name: William J. Romig
Title: Vice President and Treasurer

STATE OF Virginia)
COUNTY OF Norfolk) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Norfolk this 30th day of March, 2001 by _____, as William J. Romig of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation. Vice President and Treasurer

Susan Montgomery
Notary Public

My commission expires: FEBRUARY 28, 2002

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

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 2800	7240-48	NS 5508
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS 2801	7240-49	NS 5509