RECORDATION NO. 23204-F FILED

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

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 Bill of Sale, 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 Memorandum of Lease (Schedule No. 3) which is being filed with the Board under Recordation Number _____.

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

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

[Buyer: Allfirst Bank]

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

3 locomotives NS 5510 - NS 5512

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

Bill of Sale from Norfolk Southern Railway Company to Allfirst Bank.

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,

Robert W. Alvord

RWA/anm
Enclosures

Bill Of Sale
From
Norfolk Southern Railway Company

(Locomotives NS 5510, 5511 & 5512)

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (herein called the "Seller"), for and in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, grant transfer and deliver unto ALLFIRST BANK, a Maryland state-chartered commercial bank, (herein called the "Buyer"), its successors and assigns, all right, title and interest of Seller in and to the personal property listed and described below, and if any additional page is annexed hereto as Schedule 1, listed and described in said Schedule 1:

Three (3) Locomotives described in Schedule 1 hereto, together with all parts and accessories attached hereto (all such personal property, parts and accessories being herein collectively called the "Equipment").

TO HAVE AND TO HOLD forever.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that, SELLER warrants to BUYER, its successors and assigns that SELLER is the lawful owner of the Equipment and has full legal title to the Equipment free of all liens, claims, encumbrances, mortgages, pledges, security interests, leases, dispositions of title or other charges or claims of right of others of any kind (in each case, a "Lien") other than Liens arising by or through Buyer, and covenants and agrees that SELLER will defend such title to the Equipment against the demands of all persons whomsoever.

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IN WITNESS WHEREOF, SELLER has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 30th day of March, 2001.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig

TITLE: William J. Romig
Vice President and Treasurer

Schedule 1

Manufacturer	Model	Type	Pre-Refurbishment Road No.	Serial No.	Post-Refurbishment Road No.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4159	5775-35	NS5510
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4125	5775-1	NS5511
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4101	7326-2	NS5512

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/3/01

Robert W. Alvord