

RECORDATION NO. 23204-H FILED

APR 05 '01 : 2-16 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 5, 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 Equipment Bill of Sale, dated as of April 5, 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: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

[Buyer: NBC Leasing Company]

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

Seven (7) locomotives: NS 5501 - NS 5507 inclusive.

Mr. Vernon A. Williams
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A short summary of the document to appear in the index is:

Equipment Bill of Sale, dated as of April __, 2001, from Allfirst Bank,
Seller, to NBC Leasing Company, Buyer, covering seven (7) locomotives:
NS 5501 - NS 5507 inclusive.

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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bjg
Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment").

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule dated October 25, 2000, as amended by that certain First Amendment to Equipment Lease Agreement, Equipment Description and Equipment Schedule dated March 15, 2001, both as between First Union Rail Corporation, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 5th day of April, 2001.

WITNESS:

Heeryler Corp

ALLFIRST BANK

By: Paul L. Gettings
Paul L. Gettings
Vice President

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SURFACE TRANSPORTATION BOARD

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 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
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4104	7326-5	NS 5504
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4116	7326-17	NS 5505
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4119	7326-20	NS 5506

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: 4-5-01



Robert W. Alvord