

RECORDATION NO. 23204-I FILED

APR 05 '01 12:27 PM

**SURFACE TRANSPORTATION BOARD**

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

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 Memorandum of Assignment of Schedule to Equipment Lease Agreement, 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:

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

Assignee: NBC Leasing Company  
1927 First Avenue North  
Birmingham, Alabama 35203

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

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

Mr. Vernon A. Williams  
April 5, 2001  
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A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of April \_\_, 2001, between Allfirst Bank, Assignor, and NBC Leasing Company, Assignee, 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,



Robert W. Alvord

RWA/bjg  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE  
TO EQUIPMENT LEASE AGREEMENT**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of April 5, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham ("NBC").

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

A. Allfirst, as successor lessor, has leased the Locomotives (defined below) 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. Allfirst, as seller, and NBC, as buyer, are parties to that certain Master Assignment Agreement, dated of even date herewith, pursuant to which Allfirst has sold to NBC the locomotives identified on Schedule 1 attached hereto (the "Locomotives") and assigned to NBC 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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SURFACE TRANSPORTATION BOARD

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

ALLFIRST BANK

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

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

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 20<sup>th</sup> day of March, 2001 by Paul L. Gettings, as a Vice president of ALLFIRST BANK, a Maryland state chartered commercial bank.

My commission expires: 7/27/02

[Notarial Seal]

Deborah J. Hooper  
Notary Public



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

NBC LEASING COMPANY

By: Charles Amoruso  
Name: Charles H. Morns  
Title: Senior Vice President

STATE OF Alabama )  
COUNTY OF Jefferson ) ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Jefferson this 5<sup>th</sup> day of April, 2001 by Charles H. Morns as Senior Vice President of NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham.

Benjamin Leigh Arnold  
Notary Public

My commission expires: August 12, 2002

[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	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
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS4118	7326-19	NS 5507