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RECORDATION NO. 23204-J FILED
MAY 04 '01 11-28 AM
TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

May 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 Partial Assignment of Equipment Lease, dated as 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 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 60018

Assignee: Allfirst Bank
25 South Charles Street
Baltimore, MD 21201

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

2 locomotives NS 5508 and NS 5509

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

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

Memorandum of Partial Assignment of Equipment Lease from
First Union Rail Corporation, Assignor, to Allfirst Bank, Assignee.

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", written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

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

THIS MEMORANDUM OF PARTIAL ASSIGNMENT (this "Memorandum") dated as of March 30, 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 entered into 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") with Norfolk Southern Railway Company, as lessee (the "Lessee").

B. A Memorandum of Lease of Railroad Equipment dated as of October 25, 2000 by and between FURC and the Lessee was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. FURC and Allfirst are parties to that certain Assignment and Assumption Agreement dated as of March 15, 2001, pursuant to which FURC has assigned to Allfirst certain rights and obligations of "Lessor" under the Lease with respect to the locomotives identified on Schedule 1 attached hereto (the "Locomotives").

D. 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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RECORDED NO. 23204-J REC
MAY 04 '01 11-20 AM
SURFACE TRANSPORTATION BOARD

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