

RECORDATION NO. 23204-Q FILED

ALVORD AND ALVORD  
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JUN 6 '01 10-22 AM  
TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

June 1, 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 of June 1, 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 60118

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

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

Two (2) locomotives: NS 5514 and NS 5515.

Mr. Vernon A. Williams  
June 1, 2001  
Page 2

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

Memorandum of Partial Assignment of Equipment Lease between First Union Rail Corporation, Assignor, and Norfolk Southern Railway Company, 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bjg  
Enclosures

**MEMORANDUM OF PARTIAL ASSIGNMENT**  
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of JUNE 1, 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 leased the Locomotives 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. FURC and Allfirst are parties to that certain Assignment and Assumption Agreement dated March 15, 2001 pursuant to which FURC has assigned to Allfirst certain rights and obligations of "Lessor" under the Lease with respect to such 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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RECORDATION NO. 23204-Q FILED

JUN 6 '01 10-22 AM

**SURFACE TRANSPORTATION BOARD**

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

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

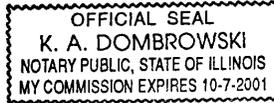
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook, this 30th day of May, 2001 by Richard F. Seymour, as Vice President Sales & Marketing of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

K. A. Dombrowski  
Notary Public

My commission expires: 10-7-2001

[Notarial Seal]



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

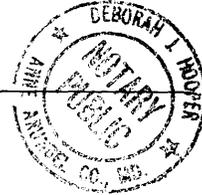
ALLFIRST BANK

By: Richard M. Felio  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 31st day of May, 2001 by Richard M. Felio, as Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

Deborah J. Hooper  
Notary Public



My commission expires: 7/27/02

[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 2862	5778-122	NS 5514
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2861	5778-11	NS 5515