

RECORDATION NO. 23204-V FILED

JUL 2 '01 2:55 PM  
TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

July 2, 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 Lease, dated as of June 29, 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:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Lessee:	Norfolk Southern Railway Company 110 Franklin Rod, S.E. Roanoke, VA 24042

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

3 locomotives NS 5516, NS 5517 and 5518

Mr. Vernon A. Williams  
July 2, 2001  
Page Two

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

Memorandum of Lease between Allfirst Bank, Lessor, and Norfolk Southern Railway Company, Lessee.

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

RECORDATION NO. 23204-V FILED

JUL 2 '01 2-55 PM

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE dated as of June 29, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

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

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 6 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. 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.

C. 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.

[The remainder of this page has been intentionally left blank]

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. Folio*  
Name: RICHARD M. FOLIO  
Title: VICE PRESIDENT

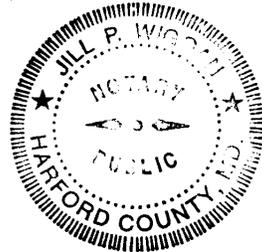
STATE OF Maryland )  
COUNTY OF Baltimore ) ss:

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned, Notary Public, in the County of Baltimore this 26 day of June, 2001 by Richard M. Folio, as VICE PRESIDENT of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

*Jill P. Wiscorn*  
Notary Public

My commission expires: 11-13-2004

[Notarial Seal]



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

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig  
Name: William J Romig  
Title: vice President and Treasurer

STATE OF Virginia )  
City ) ss:  
COUNTY OF Roanoke )

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Roanoke this 27<sup>th</sup> day of June, 2001 by W.J. Romig, as VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Andrea J. Gorbey  
Notary Public

My commission expires: MARCH 31, 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	GP38	2000 H.P., 4 axle, Locomotive	NS 2882	7368-2	NS 5516
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2857	5778-7	NS 5517
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2746	5744-12	NS 5518