

~~RECORDED~~ 23728-D

OCT 30 '01 3-1 5 PM  
TS  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 30, 2001

OF COUNSEL  
URBAN A. LESTER

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 Assignment (2001 B-2) dated as of October 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 23728.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Financial Center  
National Association  
25 South Charles Street  
Baltimore, MD 21202

Assignee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, DE 19890

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Mr. Vernon A. Williams  
October 30, 2001  
Page Two

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

25 Gondolas TR 601250 - TR 601274  
50 auto carriers TR 110625 - TR 110674

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

Memorandum of Lease Assignment (2001 B-2)

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 and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE ASSIGNMENT (2001B-2)**

MEMORANDUM OF LEASE ASSIGNMENT (2001B-2), made and entered into as of October 31, 2001, by and between ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (2001B-2) dated as of October 15, 2001, as Lessor (the "Lessor") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Lessee (the "Indenture Trustee").

**WITNESSETH:**

1. The Lessor and Bombardier Capital Rail Inc. have entered into that certain Lease Agreement (2001B-2), dated as of October 15, 2001 (the "Lease"), and Lease Supplement (2001B-2) No. 1 thereto, dated October 31, 2001 ("Lease Supplement No. 1"), covering certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.
2. Memoranda of said Lease and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on \_\_\_\_\_, 2001 at \_\_\_\_ a.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Indenture and Security Agreement (2001B-2), dated as of October 15, 2001 (the "Indenture"), and Indenture Supplement (2001B-2) thereto, dated October 31, 2001 ("Indenture Supplement No. 1"), pursuant to which the Lessor has assigned the aforesaid Lease, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.
4. Memorandum of said Indenture and of said Indenture Supplement No. 1 were recorded with the Surface Transportation Board on \_\_\_\_\_, 2001 at \_\_\_\_ a.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

[SIGNATURE PAGE FOLLOWS]

RECORDING NO. 23728-D FILED

OCT 30 '01 3-15 PM

**SURFACE TRANSPORTATION BOARD**

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLFIRST FINANCIAL CENTER  
NATIONAL ASSOCIATION,  
not in its individual capacity but solely as  
Owner Trustee under the Trust Agreement  
(2001B-2).

By:   
Name: Donald C. Hargadon  
Title: Vice President

WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLFIRST FINANCIAL CENTER  
NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee under the Trust Agreement  
(2001B-2).

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
Indenture Trustee

By:  \_\_\_\_\_  
Name: **Donald G. MacKelcan**  
Title: **Vice President**

STATE OF Maryland )  
 ) SS.:

COUNTY OF Baltimore )  
City

On this, the 25<sup>th</sup> day of October, 2001, before me, a Notary Public in and for said County and State, personally appeared Donald C. Hargadon, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (2001B-2), that said instrument was signed on October 25, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, as Owner Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Donald K. Bailey  
Name:  
Notary Public  
My Commission Expires: 4/13/2002  
Residing in Baltimore

STATE OF **Delaware** )  
 ) SS.:  
COUNTY OF **New Castle** )

On this, the 27<sup>th</sup> day of October, 2001, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Indenture Trustee, that said instrument was signed on October 24<sup>th</sup> 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: **JANEL R. HAVRILLA**  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission **EXPIRES** **Commission Expires Feb. 2, 2005**  
Residing in Wilmington, DE

**SCHEDULE OF UNITS DELIVERED**

**EXHIBIT A**

| <u>CAR TYPE</u>                  | <u>Builder</u>     | <u>SORTED SEQUENTIALLY BY PERMANENT CAR NUMBER *</u> |                    | <u>SORTED SEQUENTIALLY BY CURRENT CAR NUMBER *</u> |                    |
|----------------------------------|--------------------|--|--------------------|--|--------------------|
|                                  |                    | <u>Permanent No.</u>                                 | <u>Current No.</u> | <u>Permanent No.</u>                               | <u>Current No.</u> |
| Gondola - Coil Steel Car         | National Steel Car | 1 NRLX601250   | TR 601250          | NRLX601250   | TR 601250          |
| Gondola - Coil Steel Car         | National Steel Car | 2 NRLX601251   | TR 601251          | NRLX601251   | TR 601251          |
| Gondola - Coil Steel Car         | National Steel Car | 3 NRLX601252   | TR 601252          | NRLX601252   | TR 601252          |
| Gondola - Coil Steel Car         | National Steel Car | 4 NRLX601253   | TR 601253          | NRLX601253   | TR 601253          |
| Gondola - Coil Steel Car         | National Steel Car | 5 NRLX601254   | TR 601254          | NRLX601254   | TR 601254          |
| Gondola - Coil Steel Car         | National Steel Car | 6 NRLX601255   | TR 601255          | NRLX601255   | TR 601255          |
| Gondola - Coil Steel Car         | National Steel Car | 7 NRLX601256   | TR 601256          | NRLX601256   | TR 601256          |
| Gondola - Coil Steel Car         | National Steel Car | 8 NRLX601257   | TR 601257          | NRLX601257   | TR 601257          |
| Gondola - Coil Steel Car         | National Steel Car | 9 NRLX601258   | TR 601258          | NRLX601258   | TR 601258          |
| Gondola - Coil Steel Car         | National Steel Car | 10 NRLX601259  | TR 601259          | NRLX601259   | TR 601259          |
| Gondola - Coil Steel Car         | National Steel Car | 11 NRLX601260  | TR 601260          | NRLX601260   | TR 601260          |
| Gondola - Coil Steel Car         | National Steel Car | 12 NRLX601261  | TR 601261          | NRLX601261   | TR 601261          |
| Gondola - Coil Steel Car         | National Steel Car | 13 NRLX601262  | TR 601262          | NRLX601262   | TR 601262          |
| Gondola - Coil Steel Car         | National Steel Car | 14 NRLX601263  | TR 601263          | NRLX601263   | TR 601263          |
| Gondola - Coil Steel Car         | National Steel Car | 15 NRLX601264  | TR 601264          | NRLX601264   | TR 601264          |
| Gondola - Coil Steel Car         | National Steel Car | 16 NRLX601265  | TR 601265          | NRLX601265   | TR 601265          |
| Gondola - Coil Steel Car         | National Steel Car | 17 NRLX601266  | TR 601266          | NRLX601266   | TR 601266          |
| Gondola - Coil Steel Car         | National Steel Car | 18 NRLX601267  | TR 601267          | NRLX601267   | TR 601267          |
| Gondola - Coil Steel Car         | National Steel Car | 19 NRLX601268  | TR 601268          | NRLX601268   | TR 601268          |
| Gondola - Coil Steel Car         | National Steel Car | 20 NRLX601269  | TR 601269          | NRLX601269   | TR 601269          |
| Gondola - Coil Steel Car         | National Steel Car | 21 NRLX601270  | TR 601270          | NRLX601270   | TR 601270          |
| Gondola - Coil Steel Car         | National Steel Car | 22 NRLX601271  | TR 601271          | NRLX601271   | TR 601271          |
| Gondola - Coil Steel Car         | National Steel Car | 23 NRLX601272  | TR 601272          | NRLX601272   | TR 601272          |
| Gondola - Coil Steel Car         | National Steel Car | 24 NRLX601273  | TR 601273          | NRLX601273   | TR 601273          |
| Gondola - Coil Steel Car         | National Steel Car | 25 NRLX601274  | TR 601274          | NRLX601274   | TR 601274          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 1 NRLX801000   | TR 110625          | NRLX801000   | TR 110625          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 2 NRLX801001   | TR 110626          | NRLX801001   | TR 110626          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 3 NRLX801002   | TR 110627          | NRLX801002   | TR 110627          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 4 NRLX801003   | TR 110628          | NRLX801003   | TR 110628          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 5 NRLX801004   | TR 110629          | NRLX801004   | TR 110629          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 6 NRLX801005   | TR 110630          | NRLX801005   | TR 110630          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 7 NRLX801006   | TR 110631          | NRLX801006   | TR 110631          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 8 NRLX801007   | TR 110632          | NRLX801007   | TR 110632          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 9 NRLX801008   | TR 110633          | NRLX801008   | TR 110633          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 10 NRLX801009  | TR 110634          | NRLX801009   | TR 110634          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 11 NRLX801010  | TR 110635          | NRLX801010   | TR 110635          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 12 NRLX801011  | TR 110636          | NRLX801011   | TR 110636          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 13 NRLX801012  | TR 110637          | NRLX801012   | TR 110637          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 14 NRLX801013  | TR 110638          | NRLX801013   | TR 110638          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 15 NRLX801014  | TR 110639          | NRLX801014   | TR 110639          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 16 NRLX801015  | TR 110640          | NRLX801015   | TR 110640          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 17 NRLX801016  | TR 110641          | NRLX801016   | TR 110641          |
| AutoCarrier-Articulated Bi-Level | Thrall             | 18 NRLX801017  | TR 110642          | NRLX801017   | TR 110642          |

\* The Railcars listed herein will, from time to time, be stenciled w/ either a Permanent Car No. or a Current Car No., and the interest evidenced herein shall attach to the Cars irrespective as to which Mark and No. is stenciled on the Car.

**SCHEDULE OF UNITS DELIVERED**

**EXHIBIT A**

| <u>CAR TYPE</u>                  | <u>Builder</u> | <u>SORTED SEQUENTIALLY BY PERMANENT CAR NUMBER *</u> |                    | <u>SORTED SEQUENTIALLY BY CURRENT CAR NUMBER *</u> |                    |
|----------------------------------|----------------|--|--------------------|--|--------------------|
|                                  |                | <u>Permanent No.</u>                                 | <u>Current No.</u> | <u>Permanent No.</u>                               | <u>Current No.</u> |
| AutoCarrier-Articulated Bi-Level | Thrall         | 19 NRLX801018  | TR 110643          | NRLX801018   | TR 110643          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 20 NRLX801019  | TR 110644          | NRLX801019   | TR 110644          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 21 NRLX801020  | TR 110645          | NRLX801020   | TR 110645          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 22 NRLX801021  | TR 110646          | NRLX801021   | TR 110646          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 23 NRLX801022  | TR 110647          | NRLX801022   | TR 110647          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 24 NRLX801023  | TR 110648          | NRLX801023   | TR 110648          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 25 NRLX801024  | TR 110649          | NRLX801024   | TR 110649          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 26 NRLX801025  | TR 110650          | NRLX801025   | TR 110650          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 27 NRLX801026  | TR 110651          | NRLX801026   | TR 110651          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 28 NRLX801027  | TR 110652          | NRLX801027   | TR 110652          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 29 NRLX801028  | TR 110653          | NRLX801028   | TR 110653          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 30 NRLX801029  | TR 110654          | NRLX801029   | TR 110654          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 31 NRLX801030  | TR 110655          | NRLX801030   | TR 110655          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 32 NRLX801031  | TR 110656          | NRLX801031   | TR 110656          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 33 NRLX801032  | TR 110657          | NRLX801032   | TR 110657          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 34 NRLX801033  | TR 110658          | NRLX801033   | TR 110658          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 35 NRLX801034  | TR 110659          | NRLX801034   | TR 110659          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 36 NRLX801035  | TR 110660          | NRLX801035   | TR 110660          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 37 NRLX801036  | TR 110661          | NRLX801036   | TR 110661          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 38 NRLX801037  | TR 110662          | NRLX801037   | TR 110662          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 39 NRLX801038  | TR 110663          | NRLX801038   | TR 110663          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 40 NRLX801039  | TR 110664          | NRLX801039   | TR 110664          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 41 NRLX801040  | TR 110665          | NRLX801040   | TR 110665          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 42 NRLX801041  | TR 110666          | NRLX801041   | TR 110666          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 43 NRLX801042  | TR 110667          | NRLX801042   | TR 110667          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 44 NRLX801043  | TR 110668          | NRLX801043   | TR 110668          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 45 NRLX801044  | TR 110669          | NRLX801044   | TR 110669          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 46 NRLX801045  | TR 110670          | NRLX801045   | TR 110670          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 47 NRLX801046  | TR 110671          | NRLX801046   | TR 110671          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 48 NRLX801047  | TR 110672          | NRLX801047   | TR 110672          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 49 NRLX801048  | TR 110673          | NRLX801048   | TR 110673          |
| AutoCarrier-Articulated Bi-Level | Thrall         | 50 NRLX801049  | TR 110674          | NRLX801049   | TR 110674          |

\* The Railcars listed herein will, from time to time, be stenciled w/either a Permanent Car No. or a Current Car No., and the interest evidenced herein shall attach to the Cars irrespective as to which Mark and No. is stenciled on the Car.