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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

November 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 October 31, 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:

3 locomotives NS 5522, NS 5523 and NS 5524

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Memorandum of Partial Assignment of Equipment Lease

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/anm
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of October 31, 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-JJ

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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: *Richard M. Folio*
Name: *Richard M. Folio*
Title: *Vice President*

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

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of *Baltimore* this *24th* day of *October*, 2001 by *Richard M. Folio* as *Vice President* of ALLFIRST BANK, a Maryland state chartered commercial bank.

Brenda Santoro
Notary Public

My commission expires: *10/1/03*

[Notarial Seal]



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 2848	7307-26	NS 5522
General Motors	GP-38	2,000 H.P., 4-axle, Locomotive	NS 2876	5778-17	NS 5523
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2798	7240-46	NS 5524