

RECORDATION NO. 23204-GGG FILED

MAR 15 '02 11:59 AM

TS  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

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

March 15, 2002

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 Bill of Sale, dated as of February 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 13) which is being filed with the Board under Recordation Number 23204-HHH

The name and address of the party to the enclosed document are:

Seller: Norfolk Southern Railway  
Company  
3 Commercial Place  
Norfolk, VA 23510

[Buyer: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202]

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

3 locomotives NS 5530, 5531 and 5532

Mr. Vernon A. Williams  
March 15, 2002  
Page Two

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

Bill of Sale from Norfolk Southern Railway Company to Allfirst Bank.

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

Bill Of Sale  
From  
Norfolk Southern Railway Company

(Locomotive(s): NS 5530, 5531, & 5532)

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (herein called the "Seller"), for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, grant transfer and deliver unto ALLFIRST BANK, a Maryland state-chartered commercial bank, (herein called the "Buyer"), its successors and assigns, all right, title and interest of Seller in and to the personal property listed and described below, and if any additional page is annexed hereto as Schedule 1, listed and described in said Schedule 1:

Three (3) Locomotives described in Schedule 1 hereto, together with all parts and accessories attached thereto (all such personal property, parts and accessories being herein collectively called the "Equipment").

TO HAVE AND TO HOLD forever.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that, SELLER warrants to BUYER, its successors and assigns that SELLER is the lawful owner of the Equipment and has full legal title to the Equipment free of all liens, claims, encumbrances, mortgages, pledges, security interests, leases, dispositions of title or other charges or claims of right of others of any kind (in each case, a "Lien") other than Liens arising by or through Buyer, and covenants and agrees that SELLER will defend such title to the Equipment against the demands of all persons whomsoever.

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

RECORDATION NO. 23204-GGG FILED

MAR 15 '02 11-59 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, SELLER has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 28 day of February, 2002.

NORFOLK SOUTHERN RAILWAY COMPANY

By: John P. Rathbone  
Name: John P. Rathbone  
Title: V.P.

STATE OF Virginia )  
City of Norfolk ) ss:  
COUNTY OF Norfolk )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Norfolk this 28th day of February 2002 by John P. Rathbone as Vice President of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Susan Montgomery  
Notary Public

My commission expires: FEBRUARY 28, 2002

[Notarial Seal]

Schedule 1

<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 4113	7326-14	NS 5530
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2752	5744-25	NS 5531
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2759	7240-7	NS 5532