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RECORDATION NO. 23204-KKK INDEXED

APR 3 '02 10-50 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

April 3, 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 Memorandum of Partial Assignment of Equipment Lease, dated as of March 29, 2002 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 5533, 5534 and 5535

Mr. Vernon A. Williams
April 3, 2002
Page Two

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/anr
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of March 29, 2002 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 I 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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SURFACE TRANSPORTATION BOARD

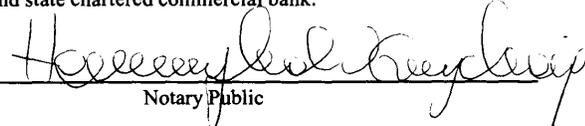
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

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

STATE OF MARYLAND)
CITY) ss:
~~COUNTY~~ OF BALTIMORE)

The foregoing Memorandum of Partial Assignment was acknowledged before me, the undersigned Notary Public, in the ~~County~~ City of Baltimore this 28th day of March, 2002 by Richard M. Folio, as Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.


Notary Public

My commission expires: _____

[Notarial Seal] HENRYKA W. GRYC
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

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 2865	5778-15	NS 5533
General Motors	GP-38	2,000 H.P., 4-axle, Locomotive	NS 4115	7326-16	NS 5534
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4141	5775-17	NS 5535