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May 17, 2002

RECORDATION NO. 21168-A FILED

MAY 20 '02

2:53 PM

**SURFACE TRANSPORTATION BOARD**



**VIA FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attn: Ms. Taledia Stokes

Re: Request for Filing Termination of Lease Schedule  
Penn Eastern Rail Lines, Inc.

Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals of a Termination of Lease Schedule, dated May 15, 2002, a secondary document, to Schedule No. 1 dated December 31, 1997 ("Schedule No.1") between the Lessor and the Lessee to the Master Railroad Equipment Lease Agreement dated December 31, 1997 under Recordation No. 21168, as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

Lessee: Penn Eastern Rail Lines, Inc.  
96 South Street  
York, PA 17401

A description of the railroad equipment covered by the enclosed documents is attached hereto as Exhibit A.

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

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**MILES & STOCKBRIDGE P.C.**

Termination of Lease Schedule between First National Bank and Penn Eastern Rail Lines, Inc. to Schedule No. 1 dated December 31, 1997 ("Schedule No. 1") between the Lessor and the Lessee to the Master Railroad Equipment Lease Agreement dated as of December 31, 1997 between the Lessor and the Lessee. A Memorandum of Schedule No. 1 was recorded with the Surface Transportation Board on January 16, 1998 under Recordation Number 21168.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,



Doti J. Hampton  
Legal Assistant

Enclosures

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TERMINATION OF LEASE SCHEDULE SURFACE TRANSPORTATION BOARD

The undersigned, Allfirst Bank, a Maryland state banking corporation, formerly The First National Bank of Maryland (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, terminates the lease of the locomotives described on Exhibit A attached hereto (the "Locomotives"), releases any and all interest the Lessor has in the Locomotives and transfers all such interest in the Locomotives to Penn Eastern Rail Lines, Inc. (the "Lessee"). The Locomotives were leased by the Lessor to the Lessee pursuant to Schedule No. 1 dated December 31, 1997 ("Schedule No. 1") between the Lessor and the Lessee to the Master Railroad Equipment Lease Agreement dated as of December 31, 1997 between the Lessor and the Lessee. A Memorandum of Schedule No. 1 was recorded with the Surface Transportation Board on January 16, 1998 under Recordation Number 21168.

Dated as of this 15 day of May, 2002.

ALLFIRST BANK

By: [Signature]  
Name:  
Title:

STATE OF MARYLAND)  
) SS:  
City OF Baltimore

I, Deborah J. Hooper, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Christopher Rstell of Allfirst Bank, personally known to me or to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he or she signed said instrument as the free and voluntary act of Allfirst Bank for the uses and purposes therein set forth.

Given my hand and notarial seal this 15<sup>th</sup> day of May, 2002.

Deborah J. Hooper  
Notary Public  


My Commission Expires: 7/27/02

EXHIBIT A

DESCRIPTION OF LOCOMOTIVES

1. EMD NW-2, Road No. CHTS 9008, Serial No. 4588
2. EMD GP-10, Road No. EPRY 75
3. EMD GP-10, Road No. LANO 57
4. GE U-28-B, Road No. LANO 261
5. GE 44 T, Road No. EPRY 4, Serial No. 31225
6. EMD SW 900, Road No. EPRY 52, Serial No. 649
7. EMD SW 900, Road No. EPRY 99
8. EMD NW-2, BITY 8203