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URBAN A. LESTER

June 6, 2002

RECORDATION NO. 23204 FILED *WWW*
JUN 6 '02 11-59 AM
SURFACE TRANSPORTATION BOARD

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 (Schedule No. 16), dated as of June 3, 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:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Lessee:	Norfolk Southern Railway Company 3 Commercial Place Norfolk, VA 23510

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

3 locomotives NS 5539, 5540 and 5541

Mr. Vernon A. Williams
June 6, 2002
Page Two

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

Memorandum of Lease (Schedule No. 16)

Also enclosed is a check in the amount of \$30.00 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

RECORDATION NO. 23204-WWW FILED

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

**JUN 6 '02 11-59 AM
SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE dated as of June 3, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 16 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. 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.

C. 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.

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

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

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig
Name: William D. Romig
Title: VP & Treasurer

STATE OF Virginia)
City) ss:
COUNTY OF Dorchester)

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Dorchester this 3rd day of June, 2002 by William J. Romig as VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Sandra J. Rocky
Notary Public

My commission expires: MARCH 31, 2006

[Notarial Seal]

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

ALLFIRST BANK

By: [Signature]
Name: Richard M. Folio
Title: Vice President

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

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the ~~County~~ City of Baltimore this 26th day of May, 2002 by Richard M. Folio as Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

[Signature]
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	GP38	2000 H.P., 4 axle, Locomotive	NS 2877	5778-27	NS 5539
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2858	5778-8	NS 5540
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4143	5775-19	NS 5541