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OF COUNSEL
URBAN A. LESTER

August 2, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23204-EEEE FILED

AUG 2 '02 12-12 PM

SURFACE TRANSPORTATION BOARD

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, dated as of July 31, 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 5544, 5545 and 5546

Mr. Vernon A. Williams
August 2, 2002
Page Two

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

Memorandum of Partial Assignment

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-EEEE FILED

MEMORANDUM OF PARTIAL ASSIGNMENT AUG 2 '02 12-12 PM
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of July 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.

[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.

FIRST UNION RAIL CORPORATION

By: 
Name: John J. Thomas
Title: President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

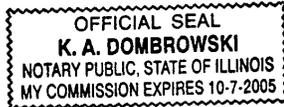
The foregoing Memorandum of Partial Assignment was acknowledged before me, the undersigned Notary Public, in the County of Cook this day of July, 2002 by John J. Thomas, as President of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.



Notary Public

My commission expires: 10/7/2005

[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: *Richard M. Folio*
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 30th day of July, 2002 by Richard M. Folio as Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

Henryka W. Gric Craig
Notary Public

My commission expires: _____

[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 4153	5775-29	NS 5544
General Motors	GP-38	2,000 H.P., 4-axle, Locomotive	NS 2853	5778-3	NS 5545
General Motors	GP-38	2,000 H.P., 4-axle, Locomotive	NS 2840	7307-18	NS 5546