RECORDATION NO. 23204-22222 FILED

MAR 07 '03 11-32 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 7, 2003

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, dated as of February 28, 2003, 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:

1 locomotive NS 5562

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

MEMORANDUM OF PARTIAL ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of February 28, 2003 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, 2002 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.

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SURFACE TRANSPORTATION BOARD

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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: Rick Grossman
Title: Vice President - Equipment

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 on the 28 day of February, 2003 by Rick Grossman, as Vice President - Equipment of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

_____
Notary Public

My commission expires: 10-7-2005

[Notarial Seal]

OFFICIAL SEAL
K. A. DOMBROWSKI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10-7-2005

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)

) ss:

CITY OF BALTIMORE)

The foregoing Memorandum of Partial Assignment was acknowledged before me, the undersigned Notary Public, in the City of Baltimore on the 28th day of February, 2003 by Richard M. Folio, as Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

_____
Notary Public

My Commission expires:

[Notarial Seal]

DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD.
My Commission Expires 11/15/2005

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 4139	5775-15	NS 5562