



Mr. Vernon A. Williams  
June 6, 2003  
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,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF PARTIAL ASSIGNMENT**  
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of May 30, 2003 is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC"), and MANUFACTURERS AND TRADERS TRUST COMPANY (successor in interest to Allfirst Bank), a New York chartered bank ("M&T").

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 M&T are parties to that certain Assignment and Assumption Agreement dated March 15, 2002 pursuant to which FURC has assigned to M&T 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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RECORDATION NO. \_\_\_\_\_ FILED  
JUN 06 '03 2:14 PM  
SURFACE TRANSPORTATION BOARD

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: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Vice President Sales & Marketing

STATE OF ILLINOIS)

) ss:

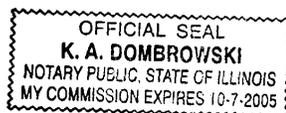
COUNTY OF COOK)

The foregoing Memorandum of Partial Assignment was acknowledged before me, the undersigned Notary Public, in the County of Cook on the 30 day of May, 2003 by Richard F. Seymour, as Vice President Sales & Marketing of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

K. A. Dombrowski  
Notary Public

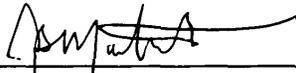
My commission expires: 10/7/2005

[Notarial Seal]



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

MANUFACTURERS AND TRADERS TRUST  
COMPANY (successor in interest to Allfirst Bank)

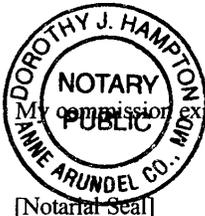
By:   
Name: Jeffrey S. Mastroleo  
Title: Vice President

STATE OF MARYLAND)

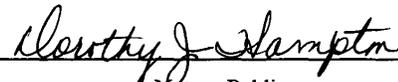
) ss:

CITY OF BALTIMORE)

The foregoing Memorandum of Partial Assignment was acknowledged before me, the undersigned Notary Public, in the City of Baltimore on the 29<sup>th</sup> day of May, 2003 by Jeffrey S. Mastroleo, as Vice President of MANUFACTURERS AND TRADERS TRUST (successor in interest to Allfirst Bank), a New York state chartered commercial bank.



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

  
Notary Public

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

<b>MANUFACTURER</b>	<b>MODEL</b>	<b>TYPE</b>	<b>PRE-REFURBISHMENT ROAD NO.</b>	<b>SERIAL NO.</b>	<b>POST-REFURBISHMENT ROAD NO.</b>
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2750	5744-23	NS 5571