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RECORDATION NO. 23204- FILED

SEP 0 5 '03 12-50 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 5, 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 August 29, 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: Manufacturers and Traders
Trust Company
(successor to Allfirst Bank)
25 South Charles Street
Baltimore, MD 21201

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

1 locomotive NS 5576

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of August 29, 2003 is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC"), and MANUFACTURERS AND TRADERS TRUST COMPANY (as successor to Allfirst Bank), a New York 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.

[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: 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 ____ day of August, 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]

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.

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

By: _____
Name: Mohannad Jishi
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 27th day of August, 2003 by Mohannad Jishi, as Vice President of MANUFACTURERS AND TRADERS TRUST (successor in interest to Allfirst Bank), a New York state chartered commercial bank.

_____
Notary Public

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

My commission expires:

[Notarial Seal]

DOROTHY J. HAMPTON NOTARY PUBLIC ANNE ARUNDEL CO.

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 2753	7240-1	NS 5576