RECORDATION NO. 23204-UUUUU FILED

SEP 05 '03 1-30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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 Lease (Schedule No. 44), 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:

Lessor: Manufacturers and Traders Trust Company (successor to 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:

1 locomotive NS 5577

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

Memorandum of Lease (Schedule No. 44)

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-UUUU FILED

MEMORANDUM OF LEASE
(Surface Transportation Board)

SEP 0 5 '03 1-30 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of August 29, 2003 is between MANUFACTURERS AND TRADERS TRUST COMPANY (as successor to Allfirst Bank), a New York 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. 44 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: _____

Name: William J. Romig

Title: Vice President & Treasurer

STATE OF VIRGINIA)
) ss:
CITY OF NORFOLK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Norfolk this 27 day of August, 2003 by WILLIAM J. ROMIG, as VICE PRESIDENT & TREASURER of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

_____
Notary Public

My commission expires: 3-31-06

[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: Mohannad Jishi
Title: Vice President

STATE OF MARYLAND)
) ss:
CITY OF BALTIMORE)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore on the 29th 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, on behalf of the bank.

_____
Notary Public

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

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	GP38	2000 H.P., 4 axle, Locomotive	NS 2809	7240-57	NS 5577