RECORDATION NO. 20679-B FILED

SEP 16 '03 10-54 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 15, 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 Assignment, dated as of July 7, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 20679.

The names and addresses of the parties to the enclosed document are:

Assignor: Manufacturers and Traders
Trust Company
(successor in interest to Allfirst Bank)
One M&T Plaza
Buffalo, NY 14240

Assignee: M&T Credit Corporation
One M&T Plaza
Buffalo, NY 14240

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

There is no new, additional or substituted equipment associated with this filing.

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

Memorandum of 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 and cross-indexing 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 ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum") dated as of July 7, 2003 is by and between MANUFACTURERS AND TRADERS TRUST COMPANY (successor in interest to Allfirst Bank), a New York chartered bank ("M&T Bank") and M&T CREDIT CORPORATION, a New York corporation ("M&T Credit").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. M&T Bank, as lessor, is a party to certain leases (the "M&T Leases") recorded at the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301.

B. M&T Bank and Thrivent Financial for Lutherans (formerly known as Aid Association for Lutherans) ("Thrivent") are parties to certain security documents granting Thrivent assignments of and security interests in the M&T Leases and the railcars and other equipment described in those M&T Leases ("M&T Security Documents").

C. Subsequent to entering into the M&T Security Documents, Aid Association for Lutherans changed its name to Thrivent Financial for Lutherans.

D. M&T Bank, as assignor, and M&T Credit, as assignee, are parties to Assignment Agreements and Acceptance and Assumption Agreements, all dated as of July 7, 2003, pursuant to which M&T Bank has assigned to M&T Credit, and M&T Credit has accepted and assumed from M&T Bank, M&T Bank's interest, rights and obligations in the M&T Leases and M&T Security Documents (the "Assignment of M&T Bank's Interest").

E. The Assignment of M&T Bank's Interest affects the M&T Leases and M&T Security Documents filed as primary and secondary documents under the following recordation numbers:

1. 18423
2. 18424
3. 19514
4. 19665
5. 19575
6. 20561
7. 20562
8. 20578
9. 20579
10. 20653
11. 20679
12. 20680
13. 20898

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14. 20899
15. 21623
16. 22006
17. 22169

F. The M&T Leases and railcars and other equipment described therein remain subject to the assignments and security interests conveyed by M&T Bank to Thrivent in the M&T Security Documents.

G. 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.

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

By: _____
Jeffrey S. Mastroleo
Vice President

STATE OF MARYLAND)
) ss:
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment and Acceptance was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 10th day of July, 2003 by Jeffrey S. Mastroleo, as a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York chartered bank.

_____
Notary Public

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

DOROTHY J. HAMPTON NOTARY PUBLIC ANNE ARUNDEL CO. MD

My commission expires: _____
[Notarial Seal]

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

M&T CREDIT CORPORATION

By: _____
Jeffrey S. Mastroleo
Senior Vice President

STATE OF Maryland)
) ss:
COUNTY/CITY OF Baltimore

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 10th day of July, 2003 by Jeffrey S. Mastroleo, as Senior Vice President of M&T CREDIT CORPORATION, a New York corporation.

_____
Notary Public

My commission expires: _____

[Notarial Seal]

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

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/15/03

Robert W. Alvord