

RECORDATION NO. 23204-EEEEEEEE FILED

SEP 10 '04 3-39 PM

SURFACE TRANSPORTATION BOARD

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

September 9, 2004

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 of Schedules to Equipment Lease Agreement, 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 Memorandum of Lease which was previously filed with the Board under Recordation Number 23204.

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

Assignor: Manufacturers and Traders Trust Company
(successor to Allfirst Bank)
25 South Charles Street
Baltimore, Maryland 21201

Assignee: M&T Credit Corporation
25 South Charles Street
Baltimore, Maryland 21201

Mr. Vernon A. Williams
September 9, 2004
Page 2

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

25 Locomotives: NS 5556 – NS 5580

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

Memorandum of Assignment of Schedules to Equipment Lease Agreement.

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/anm
Enclosures

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MEMORANDUM OF ASSIGNMENT OF SCHEDULES
TO EQUIPMENT LEASE AGREEMENT
(Surface Transportation Board)

SEP 10 '04

3-39 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULES TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of July 7, 2003 is between MANUFACTURERS AND TRADERS TRUST COMPANY (successor-by-merger to Allfirst Bank) ("M&T Bank") and M&T CREDIT CORPORATION ("M&T Credit").

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

A. M&T Bank, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (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. M&T Bank, as assignor, and M&T Credit, as assignee, are parties to that certain Assignment Agreement, dated as of July 7, 2003, pursuant to which M&T Bank has assigned to M&T Credit the Locomotives and assigned to M&T Credit certain rights and obligations of "Lessor" under the Lease.

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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SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2841	7307-19	NS 5556
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4147	5775-23	NS 5557
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2808	7240.56	NS 5558
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2836	7307-14	NS 5559
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4149	5775-25	NS 5560
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4102	7326-3	NS 5561
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4139	5775-15	NS 5562
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4137	5775-13	NS 5563
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4109	7326-10	NS 5564
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4120	7326-21	NS 5565
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4156	5775-32	NS 5566
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2806	7240-54	NS 5567
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2783	7240-31	NS 5568
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2751	5744-23	NS 5569
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2906	7191-50	NS 5570
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2750	5744-23	NS 5571
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2755	7240-3	NS 5572
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4114	7236-15	NS 5573

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2729	5744-2	NS 5574
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4145	5775-21	NS 5575
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2753	7240-1	NS 5576
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2809	7240-57	NS 5577
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2815	7240-63	NS 5578
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2898	7191-33	NS 5579
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2725	7189-9	NS 5580