

RECORDATION NO. 23204 <sup>FFFF</sup> <sub>FFFF</sub>

ALVORD AND ALVORD  
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FEB 01 '06 11-03 AM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

February 1, 2006

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 Termination of Lease and Assignment Agreement, dated as of January 31, 2006, 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 is being filed with the Board under Recordation Number 23204.

The name and address of the party to the enclosed document are:

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

[Lessee: Norfolk Southern Railway Company  
110 Franklin Road, S.E.  
Roanoke, Virginia 24042]

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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:

Termination of Lease and Assignment Agreement.

Also enclosed is a check in the amount of \$33.00 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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11-03 AM

**TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT** SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT ("Termination") dated as of January 31, 2006 is made by M&T Credit Services, LLC (successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank) ("M&T"), which for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby terminate those certain (I) Equipment Schedules No. 24 - 47 to that certain Equipment Lease Agreement dated as of October 25, 2000, each between M&T (as assignee of First Union Rail Corporation ("FURC")) and Norfolk Southern Railway Company ("NS") (collectively, the "M&T Equipment Lease"), (II) Assignment and Assumption Agreement dated as of March 15, 2001 between M&T and FURC pursuant to which FURC assigned to M&T its right, title and interest in and to the M&T Equipment Lease (the "FURC Assignment Agreement"), and release and discharge the security interest held by it in respect of that equipment placed under the M&T Equipment Lease and assigned to M&T pursuant to the FURC Assignment Agreement, bearing the road numbers as set forth on Schedule 1 hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefore (collectively, the "M&T Equipment").

M&T hereby acknowledges and confirms the following:

A. Memoranda of Lease providing public notice that the M&T Equipment Lease were duly recorded with the Surface Transportation Board under Recordation Number 23204.

B. Memoranda of Partial Assignment of Equipment Lease providing public notice that the FURC Assignment Agreement were duly recorded with the Surface Transportation Board under Recordation Number 23204.

C. M&T wishes to show for public record the termination of the M&T Equipment Lease, the FURC Assignment Agreement, and the M&T Assignment Agreement, and the release of its security interest in the M&T Equipment as evidenced by filings with the Surface Transportation Board under Recordation Number 23204 and all secondary documents related to the M&T Equipment filed under Recordation Numbers 23204-A through 23204-EEEEEEEE, and accordingly has caused this Termination to be executed by its officers thereunto duly authorized, as of the date first above written.

Notwithstanding any contrary provision of this Termination, this Termination shall not impair or terminate the rights and obligations of the parties under the above referenced documents which by their terms survive termination.

IN WITNESS WHEREOF, M&T Credit Services, LLC has caused this Termination to be executed as of the first date herein above written.

M&T CREDIT SERVICES, LLC

By: *Jeffrey A. Millard*  
Name: JEFFREY A. MILLARD  
Title: VP

STATE OF Maryland )  
COUNTY OF Anne Arundel ) ss:

The foregoing Termination of Lease was acknowledged before me, the undersigned Notary Public, in the County of Anne Arundel this 3<sup>rd</sup> day of January, 2006 by Jeffrey A. Millard, as Vice President of M&T Credit Services, LLC, a [ ] limited liability company.

*Diane Klasmeier*  
Notary Public

My commission expires: 7-14-08

[Notarial Seal] **Diane Klasmeier**  
Notary Public, A.A. Co., MD  
My Commission Expires 7-14-08



Schedule 1

Schedule of Equipment

	<b>Manufacturer:</b>	<b>Model:</b>	<b>Type:</b>	<b>Serial Number:</b>	<b>Locomotive Number:</b>
1	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-19	NS 5556
2	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-23	NS 5557
3	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-56	NS 5558
4	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-14	NS 5559
5	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-25	NS 5560
6	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-3	NS 5561
7	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-15	NS 5562
8	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-13	NS 5563
9	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-10	NS 5564
10	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-21	NS 5565
11	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-32	NS 5566
12	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-54	NS 5567
13	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-31	NS 5568
14	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-23	NS 5569
15	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7191-50	NS 5570
16	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-23	NS 5571
17	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-3	NS 5572
18	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-15	NS 5573
19	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-2	NS 5574
20	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-21	NS 5575
21	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-1	NS 5576
22	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-57	NS 5577
23	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-63	NS 5578
24	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7191-33	NS 5579
25	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7189-9	NS 5580

**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: February 1, 2006



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Robert W. Alvord