

RECORDATION NO. 23204-6566  
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FILED

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FEB 01 2006 11-06 AM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

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

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: U.S. Bancorp Equipment Finance, Inc.  
7659 Southwest Mohawk Street  
Tualatin, Oregon 97062-2177

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

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

10 Locomotives: NS 5508 – NS 5509, NS 5529, NS 5536 – NS 5538, NS 5544 – NS 5546 and NS 5555.

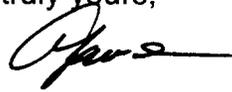
A short summary of the document to appear in the index is:

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

FEB 01 '06

11-06 AM

**TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT**

THIS TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT (Termination) dated as of January 31, 2006 is made by U.S. Bancorp Equipment Finance, Inc. ("**USBEF**"), as successor-in-interest to 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. 12, 15, 18 and 23 to that certain Equipment Lease Agreement dated as of October 25, 2000, each between USBEF (as assignee of First Union Rail Corporation ("**FURC**")) and Norfolk Southern Railway Company ("**NS**") (collectively, the "**USBEF 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 USBEF Equipment Lease (the "**FURC Assignment Agreement**"), and (III) Assignment Agreement dated as of April 5, 2001 between M&T and USBEF pursuant to which M&T assigned to USBEF its right, title and interest in and to the USBEF Equipment Lease (the "**USBEF Assignment Agreement**"), and release and discharge the security interest held by it in respect of that equipment placed under the USBEF Equipment Lease and assigned to USBEF pursuant to the FURC Assignment Agreement and the USBEF 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 "**USBEF Equipment**").

USBEF hereby acknowledges and confirms the following:

- A. Memoranda of Lease providing public notice that the USBEF 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. Memoranda of Assignment of Schedule to Equipment Lease Agreement providing public notice that the USBEF Assignment Agreement were duly recorded with the Surface Transportation Board under Recordation Number 23204.
- D. USBEF wishes to show for public record the termination of the USBEF Equipment Lease, the FURC Assignment Agreement, and the USBEF Assignment Agreement, and the release of its security interest in the USBEF Equipment as evidenced by filings with the Surface Transportation Board under Recordation Number 23204 and all secondary documents related to the USBEF 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, U.S. Bancorp Equipment Finance, Inc. has caused this Termination of Lease and Assignment Agreement to be executed as of the first date herein above written.

U.S. BANCORP EQUIPMENT FINANCE, INC.

By: [Signature]  
Name: James L. Gidday  
Title: V.P.

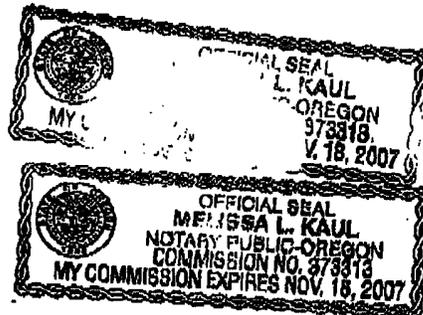
STATE OF Oregon  
COUNTY OF Washington ss:

The foregoing Termination of Lease was acknowledged before me, the undersigned Notary Public, in the County of Washington this 31 day of January, 2006 by James Gidday as VP of U.S. Bancorp Equipment Finance, Inc., a Oregon corporation

[Signature]  
Notary Public

My commission expires: 11/18/07

[Notarial Seal]



TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT

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	7240-48	NS 5508
2	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-49	NS 5509
3	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-5	NS 5529
4	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-27	NS 5536
5	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-28	NS 5537
6	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-20	NS 5538
7	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-29	NS 5544
8	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-3	NS 5545
9	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-18	NS 5546
10	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-17	NS 5555

**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