

RECORDATION NO.

23204-III  
FILED

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FEB 01 '06

11-12 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: LaSalle National Leasing Corporation  
One West Pennsylvania Avenue  
Suite 1000  
Towson Maryland 21204

[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:

15 Locomotives: NS 5516 – NS 5518, NS 5527 – NS 5528, NS 5533 – NS 5535, NS 5542 – NS 5543 and NS 5550 – NS 5554.

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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11-12 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 LaSalle National Leasing Corporation ("LaSalle"), 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. 6, 11, 14, 17, 20, 21 and 22 to that certain Equipment Lease Agreement dated as of October 25, 2000, each between LaSalle (as assignee of First Union Rail Corporation ("FURC")) and Norfolk Southern Railway Company ("NS") (collectively, the "LaSalle 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 LaSalle Equipment Lease (the "FURC Assignment Agreement"), and (III) Assignment Agreement dated as of September 28, 2001 between M&T and LaSalle pursuant to which M&T assigned to LaSalle its right, title and interest in and to the LaSalle Equipment Lease (the "LaSalle Assignment Agreement"), and release and discharge the security interest held by it in respect of that equipment placed under the LaSalle Equipment Lease and assigned to LaSalle pursuant to the FURC Assignment Agreement and the LaSalle 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 "LaSalle Equipment").

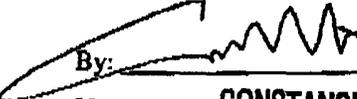
LaSalle hereby acknowledges and confirms the following:

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

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: CONSTANCE W. LANCASTER  
Title: SENIOR VICE PRESIDENT

STATE OF Maryland )  
COUNTY OF Baltimore ) ss:

The foregoing Termination of Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 21<sup>st</sup> day of January, 2006 by Constance W. Lancaster, as SVP of LASALLE NATIONAL LEASING CORPORATION, a DE corporation.

  
Notary Public

My commission expires: 10/1/08

[Notarial Seal]

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

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	7368-2	NS 5516
2	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-7	NS 5517
3	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-12	NS 5518
4	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-22	NS 5527
5	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-3	NS 5528
6	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-15	NS 5533
7	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-16	NS 5534
8	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-17	NS 5535
9	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-11	NS 5542
10	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-22	NS 5543
11	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-34	NS 5550
12	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7189-11	NS 5551
13	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-9	NS 5552
14	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-18	NS 5553
15	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-52	NS 5554

**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