

RECORDATION NO. 23204-3335

FEB 01 '06

11-15 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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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: ANB Leasing Services: a division of First
American Bank
(f/k/a NBC Leasing Company)
1927 First Avenue North
Birmingham, AL 35203

[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 5501 – NS 5507, NS 5521 and NS 5525 – NS 5526.

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

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TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT

THIS TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT (~~Termination~~) dated as of January 31, 2006 is made by ANB Leasing Services: a division of First American Bank (F/K/A NBC Leasing Company) ("ANB"), 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. 1, 8 and 10 to that certain Equipment Lease Agreement dated as of October 25, 2000, each between ANB (as assignee of First Union Rail Corporation ("FURC")) and Norfolk Southern Railway Company ("NS") (collectively, the "ANB 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 ANB Equipment Lease (the "FURC Assignment Agreement"), and (III) Assignment Agreement dated as of April 5, 2001 between M&T and ANB pursuant to which M&T assigned to ANB its right, title and interest in and to the ANB Equipment Lease (the "ANB Assignment Agreement"), and release and discharge the security interest held by it in respect of that equipment placed under the ANB Equipment Lease and assigned to ANB pursuant to the FURC Assignment Agreement and the ANB 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 "ANB Equipment").

ANB hereby acknowledges and confirms the following:

- A. Memoranda of Lease providing public notice that the ANB 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 ANB Assignment Agreement were duly recorded with the Surface Transportation Board under Recordation Number 23204.
- D. ANB wishes to show for public record the termination of the ANB Equipment Lease, the FURC Assignment Agreement, and the ANB Assignment Agreement, and the release of its security interest in the ANB Equipment as evidenced by filings with the Surface Transportation Board under Recordation Number 23204 and all secondary documents related to the ANB 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, ANB Leasing Services: a division of First American Bank (F/K/A NBC Leasing Company) has caused this Termination of Lease and Assignment Agreement to be executed as of the first date herein above written.

ANB Leasing Services: a division of First American Bank (F/K/A NBC Leasing Company)

By: *Patricia Reid*
Name: *Patricia Reid*
Title: *Senior Vice President*

STATE OF *Alabama*)
COUNTY OF *Jefferson*) ss:

The foregoing Termination of Lease was acknowledged before me, the undersigned Notary Public, in the County of *Jefferson* this *26* day of January, 2006 by *Patricia S. Reid*, as *Senior Vice President* of ANB Leasing Services: a division of First American Bank (F/K/A NBC Leasing Company), a *Alabama Banking* corporation.

Louise Archer
Notary Public

My commission expires: *Feb 22, 2006*

[Notarial Seal]

Schedule 1

Schedule of Equipment

| | Manufacturer: | Model: | Type: | Serial Number: | Locomotive Number: |
|----|----------------------|---------------|-------------------------------|-----------------------|---------------------------|
| 1 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7326-9 | NS 5501 |
| 2 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7240-2 | NS 5502 |
| 3 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7240-66 | NS 5503 |
| 4 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7326-5 | NS 5504 |
| 5 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7326-17 | NS 5505 |
| 6 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7326-20 | NS 5506 |
| 7 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7326-19 | NS 5507 |
| 8 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7191-49 | NS 5521 |
| 9 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 7307-03 | NS 5525 |
| 10 | EMD | GP-38-2 | 2000 H.P., 4 axle, Locomotive | 5778-16 | NS 5526 |