

BALL JANIK LLP

A T T O R N E Y S

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OF COUNSEL
(202) 466-6532

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RECORDATION NO. 21122-A FILED

JAN 28 '98

2-20PM

January 28, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of January 2, 1998. The primary document to which this is connected is recorded under Recordation No. 21122. We request that this document be recorded under Recordation No. 21122-A.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignor/Lessor:

The First National Bank of Maryland
25 South Charles Street
15th Floor
Baltimore, MD 21202

Assignee:

The Fifth Third Leasing Company
38 Fountain Square Plaza
Fifth Third Center - 25th Floor
Cincinnati, OH 45263

Counterparts - [Signature]

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SURFACE TRANSPORTATION
BOARD

Honorable Vernon A. Williams
January 28, 1998
Page 2

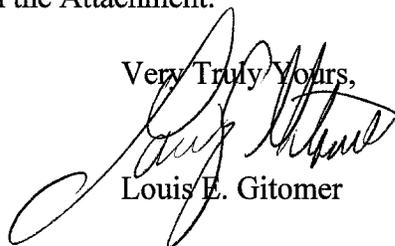
A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 303 50 foot 70 ton box cars described in the Attachment.

A fee of \$24.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Assignment of Memorandum of Lease Agreement between The First National Bank of Maryland, 25 South Charles Street, 15th Floor, Baltimore, MD 21202, and The Fifth Third Leasing Company, 38 Fountain Square Plaza, Fifth Third Center - 25th Floor, Cincinnati, OH 45263 covering 303 50 foot 70 ton box cars described in the Attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

THE FIRST NATIONAL BANK OF MARYLAND

SCHEDULE OF RAILCARS

Sch. No. 2

Series C & D

Lessee: BUFFALO & PITTSBURGH RAILROAD, INC.

Approved by: _____
(Lessee initial)

Attached to Railcar Bill of Sale dated DECEMBER 31, 1997
and or
Schedule No. 2

<u>DESCRIPTION</u>	<u>REPORTING MARK</u>	<u>TOTAL COST</u>
<u>Series C</u>		
Seventy-three (73) 1969 manufactured box cars, each being 50 foot - 70 ton Plate C box cars as more fully described on the attachment hereto.	CP85138-85139 CP85141-85142 CP85144-85145 CP85148-85155 CP85157-85160 CP85163-85167 CP85169-85173 CP85176-85187 CP85189-85193 CP85196-85198 CP85201 CP85203-85204 CP85206-85210 CP85212 CP85214-85224 CP85226-85230	
<u>Series D</u>		
Twenty-seven (27) 1979 manufactured box cars, each being 50 foot - 70 ton Plate C box cars as more fully described on the attachment hereto.	QC75097, 75101, 75103 QC75105-75106 QC75113-75115 QC75117-75119 QC75122-75124 QC75127 QC75130-75131 QC75135-75136 QC75141 QC75145-75146 QC75149 QC75151-75152 QC75155-75156	

THE FIRST NATIONAL BANK OF MARYLAND

SCHEDULE OF RAILCARS

Sch. No. 2

Series B

Lessee: BUFFALO & PITTSBURGH RAILROAD, INC.

Approved by: _____

(Lessee initial)

Attached to Railcar Bill of Sale dated DECEMBER 31, 1997
and or
Schedule No. 2

<u>DESCRIPTION</u>	<u>REPORTING MARK</u>	<u>TOTAL COST</u>
One hundred ninety-two (192) 1965 manufactured box cars, each being 50 foot - 70 ton Plate C, as more fully described on the attachment hereto.	CP80437-80441	CP80557-80559
		CP80562
	CP80443-80445	CP80564-80571
	CP80447-80449	CP80573-8-575.
	CP80452, 80455	CP80577
	CP80458, 80461	CP80581-80585
	CP80463-80464	CP80587-80589
	CP80466-80470	CP80591-80598
	CP80472-80474	CP80600
	CP80476-80479	CP80602-80603
	CP80481-80502	CP80605, 80606, 80608
		CP80610-80624
	CP80504	CP80626, 80628
	CP80506- 80507	CP80631-80635
	CP80509-80510	CP80637-80638
	CP80512-80513	CP80642-80646
	CP80515-80525	CP80648-80650
	CP80527-80529	CP80653
	CP80531	CP80655-80660
	CP80533-80541	CP80662
	CP80543, 80545	CP80664-80666
	CP80547-80550	CP80668, 80669
	CP80554-80555	CP80671-80678
		CP80680-80688
		CP80690, 80691, 80693

THE FIRST NATIONAL BANK OF MARYLAND

SCHEDULE OF RAILCARS

Sch. No. 2

Series A

Lessee: BUFFALO & PITTSBURGH RAILROAD, INC.

Approved by: _____
(Lessee initial)

Attached to Railcar Bill of Sale dated DECEMBER 31, 1997
and or
Schedule No. 2

DESCRIPTION

REPORTING MARK

TOTAL COST

Eleven (11) 1964 manufactured
box cars, each being 50 foot - 70
ton Plate C, as more fully discribed
on the attachment hereto

CP80020-80024
CP80027-80032

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

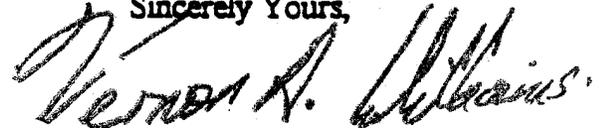
Louis E. Gitomer
Of Counsel
Ball Janik LLP
1455 F Street, NW, Ste. 225
Washington, DC., 20005

DATE: 1/28/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 1/28/98 at 2:20PM, and
assigned recordation number(s) 21122-A.

Sincerely Yours,

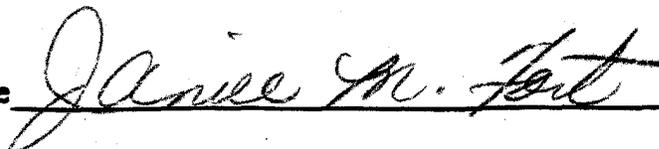


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



JAN 28 '98

2-20PM

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 2, 1998, by and between THE FIRST NATIONAL BANK OF MARYLAND ("Assignor") and THE FIFTH THIRD LEASING COMPANY ("Assignee").

Assignor and Buffalo & Pittsburgh Railroad, Inc. ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of December 31, 1997 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein leased pursuant to the Lease (as such term is defined therein). The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 21122, recorded at 9:12 a.m. on December 31, 1997, with the Surface Transportation Board pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the railcars (the "Assigned Railcars") described on Schedule No. 2 dated as of December 31, 1997, incorporating the terms of that certain Master Railcar Lease Agreement dated as of December 29, 1997 (collectively, the "Assigned Schedule"), and the Assigned Schedule; and the parties desire to effect the assignment of certain of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement solely to the extent related to the Assigned Railcars and the Assigned Schedule; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND

By: *Paul Gittings*
Name: *Paul Gittings*
Title: *V.P.*

THE FIFTH THIRD LEASING COMPANY

By: *Edward McElveen*
Name: **EDWARD McELVEEN**
Title: *Assistant Vice President*

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this 23rd day of January, 1998, before me appeared Paul L. Gettings,
the person who signed this instrument, who acknowledged that (s)he is the Vice Pres.
_____ of THE FIRST NATIONAL BANK OF MARYLAND and that, being duly
authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

My commission expires: Roger Weaver, Notary Public
State of Maryland
Commission expires Jan. 10, 1999

STATE OF OHIO)
) ss.
COUNTY OF _____)

On this 2nd day of January, 1998, before me appeared Edward McElveen,
the person who signed this instrument, who acknowledged that (s)he is the Assistant Vice
President of THE FIFTH THIRD LEASING COMPANY and that, being duly
authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

My commission expires:

THOMAS J. MERKLE
Notary Public, State of Ohio, _____
My Commission Expires Dec. 16, 2001