

RECORDATION NO. 23204-0 FILED

JUN 6 '01 10-06 AM

TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

June 4, 2001

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 an Equipment Bill of Sale, dated as of June 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 2) previously filed with the Board under Recordation Number 23204-E.

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

Seller: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

[Buyer: Firstar Bank, N.A.]

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5508 and NS 5509

Mr. Vernon A. Williams
June 4, 2001
Page Two

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

Equipment Bill of Sale from Allfirst Bank to Firststar Bank.

Also enclosed is a check in the amount of \$28.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to FIRSTAR BANK, N.A. (herein the "Buyer") .

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment") .

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 2 dated March 30, 2001, as amended by First Amendment to Equipment Schedules No. 2, No. 3 and No. 4 and Locomotive Refurbishment Agreement dated JUNE 1, 2001, both as Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 1ST day of JUNE, 2001.

WITNESS:

ALLFIRST BANK

DOM SLO

By: P. L. Gettings
Paul L. Gettings
Vice President

RECORDING NO. 23204-0 FILED

JUN 6 '01 10-06 AM

SURFACE TRANSPORTATION BOARD

ANNEX A

Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS-2800	7326-49	NS 5508
General Motors	GP-38	2,000 H.P., 4-axle Locomotive	NS-2801	7240-48	NS 5509

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: June 4, '81


Robert W. Alvord