

RECORDED 23204-P FILED

JUN 6 '01 10-16 AM

TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 a Memorandum of Assignment of Schedule to Equipment Lease Agreement, 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 Equipment Lease Agreement (Schedule No. 2) which was previously filed with the Board under Recordation Number 23204-E.

The names and addresses of the parties to the enclosed document are:

Assignor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Assignee:	Firststar Bank, N.A. One Mercantile Center St. Louis, Missouri 63101

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:

Memorandum of Assignment of Schedule to Equipment Lease from
Allfirst Bank, Assignor, to Firststar Bank, Assignee.

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 flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of June 1, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and FIRSTAR BANK, N.A. ("Firststar").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and Firststar, as buyer, are parties to that certain Master Assignment Agreement, dated of even date herewith, pursuant to which Allfirst has sold to Firststar the Locomotives and assigned to Firststar certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRSTAR BANK, N.A.

By: [Signature]
Name: Kim J. Tranketa
Title: V.P.

STATE OF Ohio
COUNTY OF HAMILTON ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned, Notary Public, in the County of HAMILTON this 31 day of May, 2001 by Kim Tranketa as VP of FIRSTAR BANK, N.A..

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires April 12, 2004

[Signature]
Notary Public

My commission expires: _____

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

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