

RECORDATION NO. 23204-FF FILED

OCT 1 '01 3-00 PM
TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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October 1, 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 September 28, 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 previously filed with the Board under Recordation Number 23204-V.

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

| | |
|-----------|---|
| Assignor: | Allfirst Bank 25 South Charles Street Baltimore, MD 21202 |
| Assignee: | LaSalle National Leasing Corporation 1 West Pennsylvania Avenue Suite 1000 Towson, MD 21204 |

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

3 locomotives NS 5516, NS 5517 and NS 5518

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

Memorandum of Assignment of Schedule to Equipment Lease
Agreement from Allfirst Bank to LaSalle National Leasing
Corporation.

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,



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 September 28, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and LASALLE NATIONAL LEASING CORPORATION ("LaSalle").

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 LaSalle, as buyer, are parties to that certain Master Assignment Agreement, dated September 28, 2001, pursuant to which Allfirst has sold to LaSalle the Locomotives and assigned to LaSalle 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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SURFACE TRANSPORTATION BOARD

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 2882 | 7368-2 | NS 5516 |
| General Motors | GP-38-2 | 2,000 H.P., 4-axle Locomotive | NS 2857 | 5778-7 | NS 5517 |
| General Motors | GP-38-2 | 2,000 H.P., 4-axle Locomotive | NS 2746 | 5744-12 | NS 5518 |