

LAW OFFICES
MILES & STOCKBRIDGE P.C.
10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

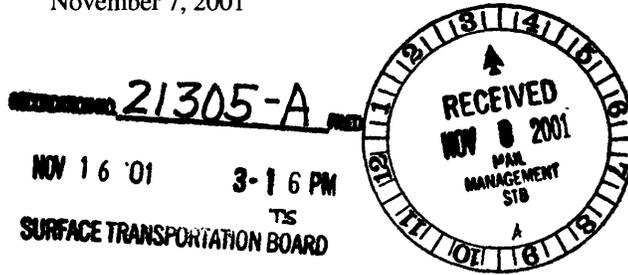
TELEPHONE 410-727-6464

FAX 410-385-3700

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

November 7, 2001



VIA FEDERAL EXPRESS
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Taledia Stokes

Re: Lasalle/Conoco

Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) original copies of a Equipment Bill of Sale, dated November 1, 2001, a secondary document, as defined in the Board's Rules for the Recordation of Documents. This Equipment Bill of Sale was inadvertently omitted from my letter to you of November 5, 2001, wherein I enclosed an Assignment of Memorandum of Lease Agreement, dated November 1, 2001, a secondary document to the Memorandum of Lease Agreement, Recordation No. 21305, for filing.

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

Seller: LaSalle National Leasing Corporation One W.
Pennsylvania Avenue, Suite 1100
Towson, Maryland 21204

Buyer: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

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

Sixty-Two (62) tank cars bearing car marks and numbers as listed on Schedule to Equipment Bill of Sale to said Equipment Bill of Sale.

Surface Transportation Board
November 7, 2001
Page 2

MILES & STOCKBRIDGE P.C.

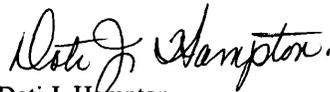
A short summary of the document to appear in the index follows:

Equipment Bill of Sale between Lasalle National Leasing Corporation, Seller, and Allfirst Bank, Buyer, covering sixty-two (62) tank cars bearing car marks and numbers as listed on Schedule to Equipment Bill of Sale to said Equipment Bill of Sale.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,



Doti J. Hampton
Legal Assistant

Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by LASALLE NATIONAL LEASING CORPORATION (herein the "Seller") to ALLFIRST BANK (herein the "Buyer").

WITNESSETH:

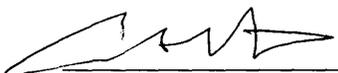
THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on the schedule 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 Conoco Inc. ("Lessee") pursuant to that certain Lease Schedule No. 2 dated as of March 30, 1998, between Seller, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 15th day of November, 2001

ATTEST:

LASALLE NATIONAL LEASING CORPORATION



By:



THOMAS M. JASCHIK
GROUP SENIOR VICE PRESIDENT

RECORDED NO. 21305-A

NOV 16 '01 3-16 PM

SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND)
) ss:
COUNTY OF BALTIMORE)

The foregoing Bill of Sale was acknowledged before me, the undersigned Notary Public, in the ^{County} City of Baltimore this 19th day of October, 2001 by Thomas M. Juschick, as a Group Senior Vice President of LASALLE NATIONAL LEASING CORPORATION.

Dana L. Welker
Notary Public

My commission expires: 11/12/03

[Notarial Seal] DANA L. WELKER
NOTARY PUBLIC
BALTIMORE COUNTY

SCHEDULE TO EQUIPMENT BILL OF SALE DATED OCTOBER ____, 2001

SCHEDULE OF EQUIPMENT

Lessee: CONOCO INC.

Approved By: _____

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated _____

19 _____

and/or

Equipment located at:

3330 Raser Drive

Street No.

Lease Schedule No. _____

2 _____

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost												
Union Tank Car Company 111 West Jackson Blvd. Chicago, IL 60604 Invoice No. SC98029001	10 - Railcars @ \$59,501 each	\$595,010.00												
	<table border="0"> <tr> <td><u>Identification Nos.</u></td> <td><u>Identification Nos.</u></td> </tr> <tr> <td>CONX 1099</td> <td>CONX 1106</td> </tr> <tr> <td>CONX 1100</td> <td>CONX 1107</td> </tr> <tr> <td>CONX 1102</td> <td>CONX 1108</td> </tr> <tr> <td>CONX 1104</td> <td>CONX 1109</td> </tr> <tr> <td>CONX 1105</td> <td>CONX 1110</td> </tr> </table>	<u>Identification Nos.</u>	<u>Identification Nos.</u>	CONX 1099	CONX 1106	CONX 1100	CONX 1107	CONX 1102	CONX 1108	CONX 1104	CONX 1109	CONX 1105	CONX 1110	
	<u>Identification Nos.</u>	<u>Identification Nos.</u>												
	CONX 1099	CONX 1106												
	CONX 1100	CONX 1107												
	CONX 1102	CONX 1108												
	CONX 1104	CONX 1109												
CONX 1105	CONX 1110													
INVOICE TOTAL	\$ 595,010.00													
Invoice No. SC98029023	1 - Railcar @ \$59,501 each	\$ 59,501.00												
	<table border="0"> <tr> <td><u>Identification No.</u></td> </tr> <tr> <td>CONX 1111</td> </tr> </table>	<u>Identification No.</u>	CONX 1111											
	<u>Identification No.</u>													
CONX 1111														
INVOICE TOTAL	\$ 59,501.00													
Invoice No. SC98029015	3 - Railcars @ \$59,501 each	\$178,503.00												
	<table border="0"> <tr> <td><u>Identification Nos.</u></td> <td><u>Identification Nos.</u></td> </tr> <tr> <td>CONX 1103</td> <td></td> </tr> <tr> <td>CONX 1112</td> <td></td> </tr> <tr> <td>CONX 1113</td> <td></td> </tr> </table>	<u>Identification Nos.</u>	<u>Identification Nos.</u>	CONX 1103		CONX 1112		CONX 1113						
	<u>Identification Nos.</u>	<u>Identification Nos.</u>												
	CONX 1103													
CONX 1112														
CONX 1113														
INVOICE TOTAL	\$ 178,503.00													

SCHEDULE OF EQUIPMENT

Lessee: CONOCO INC.

Approved By: _____
 (Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated _____, 19 _____
 and/or _____

Equipment located at:
 3330 Raser Drive
 Street No.

Lease Schedule No. 2 Missoula Missoula MT 59802
 City County State Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost														
Union Tank Car Company Invoice No. SC98019008	10 - Railcars @ \$59,501 each <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border-bottom: 1px solid black;">Identification Nos.</td> <td style="border-bottom: 1px solid black;">Identification Nos.</td> </tr> <tr> <td>CONX 1051</td> <td>CONX 1078</td> </tr> <tr> <td>CONX 1074</td> <td>CONX 1079</td> </tr> <tr> <td>CONX 1075</td> <td>CONX 1080</td> </tr> <tr> <td>CONX 1076</td> <td>CONX 1081</td> </tr> <tr> <td>CONX 1077</td> <td>CONX 1082</td> </tr> </table>	Identification Nos.	Identification Nos.	CONX 1051	CONX 1078	CONX 1074	CONX 1079	CONX 1075	CONX 1080	CONX 1076	CONX 1081	CONX 1077	CONX 1082	\$ 595,010.00		
Identification Nos.	Identification Nos.															
CONX 1051	CONX 1078															
CONX 1074	CONX 1079															
CONX 1075	CONX 1080															
CONX 1076	CONX 1081															
CONX 1077	CONX 1082															
	INVOICE TOTAL	\$ 595,010.00														
Invoice No. SC98019029	11 - Railcars @ \$59,501 each <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border-bottom: 1px solid black;">Identification Nos.</td> <td style="border-bottom: 1px solid black;">Identification Nos.</td> </tr> <tr> <td>CONX 1026</td> <td>CONX 1095</td> </tr> <tr> <td>CONX 1055</td> <td>CONX 1096</td> </tr> <tr> <td>CONX 1087</td> <td>CONX 1097</td> </tr> <tr> <td>CONX 1091</td> <td>CONX 1098</td> </tr> <tr> <td>CONX 1093</td> <td>CONX 1101</td> </tr> <tr> <td>CONX 1094</td> <td></td> </tr> </table>	Identification Nos.	Identification Nos.	CONX 1026	CONX 1095	CONX 1055	CONX 1096	CONX 1087	CONX 1097	CONX 1091	CONX 1098	CONX 1093	CONX 1101	CONX 1094		\$ 654,511.00
Identification Nos.	Identification Nos.															
CONX 1026	CONX 1095															
CONX 1055	CONX 1096															
CONX 1087	CONX 1097															
CONX 1091	CONX 1098															
CONX 1093	CONX 1101															
CONX 1094																
	INVOICE TOTAL	\$ 654,511.00														
Invoice No. SC98019018	9 - Railcars @ \$59,501 each <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border-bottom: 1px solid black;">Identification Nos.</td> <td style="border-bottom: 1px solid black;">Identification Nos.</td> </tr> <tr> <td>CONX 1070</td> <td>CONX 1088</td> </tr> <tr> <td>CONX 1083</td> <td>CONX 1089</td> </tr> <tr> <td>CONX 1084</td> <td>CONX 1090</td> </tr> </table>	Identification Nos.	Identification Nos.	CONX 1070	CONX 1088	CONX 1083	CONX 1089	CONX 1084	CONX 1090	\$ 535,509.00						
Identification Nos.	Identification Nos.															
CONX 1070	CONX 1088															
CONX 1083	CONX 1089															
CONX 1084	CONX 1090															

SCHEDULE OF EQUIPMENT

Lessee: CONOCO INC.

Approved By: _____

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated _____

19 _____

and/or

Equipment located at:

3330 Raser Drive

Street No.

Lease Schedule No. _____

2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
	CONX 1085 CONX 1092 CONX 1086	
	INVOICE TOTAL	\$ 535,509.00
	Union Tank Car Company Invoice No. SC97129057	4 - Railcars @ \$59,501 each
	Identification Nos. CONX 1069 CONX 1071 CONX 1072 CONX 1073	
	INVOICE TOTAL	\$ 238,004.00
Invoice No. SC97129045	14 - Railcars @ \$59,501 each	\$ 833,014.00
	Identification Nos. Identification Nos. CONX 1044 CONX 1064 CONX 1053 CONX 1065 CONX 1054 CONX 1066 CONX 1058 CONX 1067 CONX 1060 CONX 1068 CONX 1061 CONX 1153 CONX 1062 CONX 1063	
	INVOICE TOTAL	\$ 833,014.00
	SCHEDULE TOTAL	\$ 3,689,062.00