

RECORDATION NO. 23204-77 FILED

DEC 28 '01

4-34 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 28, 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 December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment which is being filed with the Board under Recordation Number 23204-____.

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

Seller:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
[Buyer:	Fifth Third Leasing Company Fifth Third Center Cincinnati, OH 45263]

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

3 locomotives NS 5522 - NS 5524

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Equipment Bill of Sale

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

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EQUIPMENT BILL OF SALE

SURFACE TRANSPORTATION BOARD

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to FIFTH THIRD LEASING COMPANY (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. 9 dated as of October 31, 2001, by and between Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 21st day of December, 2001.

WITNESS:

Haley Lebowitz

ALLFIRST BANK

By:

Paul L. Gettings
Paul L. Gettings
Vice President

ANNEX A

Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2848	7307-26	NS 5522
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2876	5778-17	NS 5523
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2798	7240-46	NS 5524