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~~23008-J~~  
DEC 31 '01 9:49 AM  
SURFACE TRANSPORTATION BOARD  
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 a Memorandum of Assignment of Equipment Lease Agreement to Master Lease Agreement, dated as of December 20, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement which previously filed with the Board under Recordation Number 23008.

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

Assignor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
Assignee:	Fifth Third Leasing Company Fifth Third Center Cincinnati, OH 45263

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

62 boxcars within the series WC 020300 - WC 020472

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Mr. Vernon A. Williams  
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Page Two

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

Memorandum of Assignment of Equipment Lease Agreement to Master Lease Agreement.

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 EQUIPMENT LEASE SCHEDULE  
TO MASTER LEASE AGREEMENT  
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE SCHEDULE TO MASTER LEASE AGREEMENT (this "Memorandum") dated as of December 20<sup>th</sup>, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and FIFTH THIRD LEASING COMPANY ("Fifth Third").

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

A. Allfirst, as lessor, has leased the boxcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Master Lease Agreement dated as of June 30, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Wisconsin Central Ltd., as lessee.

B. The Lease was recorded with the Surface Transportation Board on July 18, 2000 under recordation No. 23008.

C. Allfirst, as seller, and Fifth Third, as buyer, are parties to that certain Master Assignment Agreement, dated of dated January 2, 1998, pursuant to which Allfirst has sold to Fifth Third the Railcars and assigned to Fifth Third 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.

[The remainder of this page has been intentionally left blank]

RECORDATION NO. 23008-J FILED

DEC 3 1 '01 9-49 AM

**SURFACE TRANSPORTATION BOARD**



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

FIFTH THIRD LEASING COMPANY

By: Edward McElveen  
Name: EDWARD McELVEEN  
Title: Vice President

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 20th day of December, 2001 by Edward McElveen, as V.P. of FIFTH THIRD LEASING COMPANY

Thomas J. Mervle  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

THOMAS J. MERVLE  
Notary Public, State of Ohio  
My Commission Expires Dec. 16, 2003

**SCHEDULE 1**

**DESCRIPTION OF RAILCARS**

Sixty-two (62) 50ft., 100-ton boxcars, Plate B, with cushioned underframes, originally built in 1977-1978, OT-37 Rebuild in 1990 bearing the following road marks and numbers:

WC 020300	WC 020342
WC 020301	WC 020343
WC 020302	WC 020344
WC 020304	WC 020345
WC 020305	WC 020347
WC 020308	WC 020348
WC 020309	WC 020350
WC 020310	WC 020354
WC 020311	WC 020355
WC 020313	WC 020356
WC 020315	WC 020357
WC 020316	WC 020358
WC 020317	WC 020359
WC 020318	WC 020361
WC 020319	WC 020362
WC 020320	WC 020363
WC 020321	WC 020364
WC 020323	WC 020365
WC 020324	WC 020366
WC 020326	WC 020367
WC 020327	WC 020368
WC 020330	WC 020371
WC 020331	WC 020373
WC 020332	WC 020376
WC 020333	WC 020405
WC 020334	WC 020415
WC 020335	WC 020427
WC 020336	WC 020442
WC 020337	WC 020465
WC 020338	WC 020472
WC 020339	
WC 020341	