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OF COUNSEL  
URBAN A. LESTER

May 6, 2002

RECORDATION NO. 23204-NNN FILED

Julia Farr, Esq.  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

MAY 6 '02 12-12 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Farr:

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 (the "Memorandum"), dated as of April 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which is being filed with the Board under Recordation Number 23204.

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

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

Buyer: Fifth Third Leasing Company  
Fifth Third Center  
Cincinnati, Ohio 45263

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

Three locomotives: NS 5530 - NS 5532.

Julia Farr, Esq.  
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A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule to Equipment Lease Agreement.

Also enclosed is a check in the amount of \$30.00 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 April 30, 2002 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 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 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 Locomotives 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.

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SURFACE TRANSPORTATION BOARD





**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

<b>MANUFACTURER</b>	<b>MODEL</b>	<b>TYPE</b>	<b>PRE-REFURBISHMENT ROAD NO.</b>	<b>SERIAL NO.</b>	<b>POST-REFURBISHMENT ROAD NO.</b>
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4113	7326-14	NS 5530
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2752	5744-25	NS 5531
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2759	7240-7	NS 5532