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June 18, 2002

RECORDATION NO. 23903-B FILED

JUN 18 '02 12-00 PM

SURFACE TRANSPORTATION BOARD

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 No. 10 to Master Railcar Lease Agreement, dated as of December 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 10 to Master Railcar Lease Agreement which was previously filed with the Board under Recordation Number 23903.

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

Assignor: Allfirst Bank
(formerly known as
The First National Bank of Maryland)
25 South Charles Street
Baltimore Maryland 21202

Assignee: The Fifth Third Leasing Company
Fifth Third Center
Cincinnati, OH 45263

Mr. Vernon A. Williams
June 18, 2002
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A description of the railroad equipment covered by the enclosed document is:

Fifty (50) covered hopper railcars within the series NRLX 055001 - NRLX 055097 more specifically set forth on the Schedule attached to the Memorandum.

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

Memorandum of Assignment of Schedule No. 10 to Master Railcar 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/anr
Enclosures

RECORDATION NO. 23903-B FILED

JUN 18 '02 12-00PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 10 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 10 TO MASTER RAILCAR LEASE AGREEMENT (this "Memorandum") is made as of December 26, 2001 by ALLFIRST BANK (formerly known as The First National Bank of Maryland), a Maryland banking corporation (the "Assignor"), and THE FIFTH THIRD LEASING COMPANY (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Master Assignment Agreement (the "Assignment Agreement") dated as of January 2, 1998 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 10 dated December 26, 2001 ("Schedule No. 10") between Assignor, as lessor, and Bombardier Capital Rail, Inc. (formerly known as NorRail, Inc.) as lessee ("Lessee"), to the Master Railcar Lease Agreement dated as of September 30, 1997 between Assignor, as lessor, and Lessee, as lessee.

B. Pursuant to Schedule No. 10, Assignor has leased to Lessee certain railcars as described on Exhibit A attached hereto and made a part hereof.

C. A memorandum of Schedule No. 10 was recorded with the Surface Transportation Board on March 15, 2002 under Recordation No. 23903.

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

ALLFIRST BANK (formerly known as The First National Bank of Maryland)

By: P.L. Gettings (SEAL)
Paul L. Gettings
Vice President

THE FIFTH THIRD LEASING COMPANY

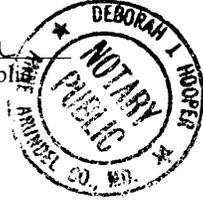
By: Edward McElveen (SEAL)
Name: EDWARD MCELVEEN
Title: Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27th day of December, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank (formerly known as The First National Bank of Maryland), a Maryland banking corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Deborah J. Hooper
Notary Public



My Commission Expires: 7/27/02

STATE OF OHIO, COUNTY OF Hamilton, TO WIT:

On this 24th day of December, 2001, before me, a Notary Public of the County and state aforesaid, personally appeared Edward M. Fleas to me personally known, who being by me duly sworn, says that he is the duly authorized representative of The Fifth Third Leasing Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Notary Public

My Commission Expires:

THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec. 16, 2006

EXHIBIT A

DESCRIPTION OF RAILCARS

Fifty (50) 110-ton, 5,660 c.f., pressure differential covered hopper railcars built new in 2001 by Thrall Car Company and bearing the following reports marks and numbers:

NRLX055001	NRLX055051	NRLX055097
NRLX055011	NRLX055076	NRLX055012
NRLX055016	NRLX055086	NRLX055052
NRLX055021	NRLX055007	NRLX055092
NRLX055031	NRLX055037	NRLX055087
NRLX055036	NRLX055002	NRLX055067
NRLX055041	NRLX055017	NRLX055003
NRLX055046	NRLX055022	NRLX055008
NRLX055061	NRLX055027	NRLX055018
NRLX055066	NRLX055032	NRLX055023
NRLX055071	NRLX055042	NRLX055028
NRLX055081	NRLX055047	NRLX055033
NRLX055091	NRLX055057	NRLX055043
NRLX055096	NRLX055062	NRLX055058
NRLX055006	NRLX055072	NRLX055063
NRLX055056	NRLX055077	NRLX055073
NRLX055026	NRLX055082	