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RECORDATION 23204-XXX FILED
JUN 28 '02 3-30 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 28, 2002

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 Equipment Bill of Sale, dated as of June 28, 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 was previously filed with the Board under Recordation Number 23204-RRR.

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

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

[Buyer: U.S. Bancorp Equipment Finance, Inc.
7659 Southwest Mohawk Street
Tualatin, Oregon 97062-2177]

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

Three (3) locomotives: NS 5536, NS 5537 and NS 5538.

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

Equipment Bill of Sale.

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

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.) (herein the "Buyer").

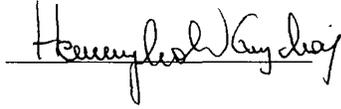
WITNESSETH:

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").

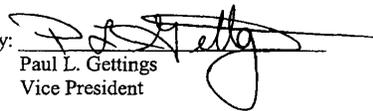
The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 15 dated as of April 30, 2002, 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 28th day of June, 2002.

WITNESS:



ALLFIRST BANK

By: 
Paul L. Gettings
Vice President

~~XXXXXXXXXX~~ 23204-XXX
JUN 28 2002 3:30 PM
XXXXXXXXXXXXXXXXXXXX

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 4151	5775-27	NS 5536
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2850	7307-28	NS 5537
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2870	5778-20	NS 5538