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

December 26, 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 an Equipment Bill of Sale, dated as of December 20, 2002, 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. 22) previously filed with the Board under Recordation Number 23204-YYYY.

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

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

[Buyer: LaSalle National
Leasing Corporation
1 West Pennsylvania Avenue
Suite 1000
Towson, MD 21204]

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

2 locomotives NS 5553 and NS 5554

23204-PPPP
RECORDATION NO. _____ FILED

DEC 26 '02 4:56 PM
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
December 26, 2002
Page Two

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 \$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,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/anr
Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to LASALLE NATIONAL LEASING CORPORATION (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. 22 dated as of October 31, 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 20th day of December, 2002.

WITNESS:

ALLFIRST BANK

Carolyn Hampton

By: *PL Gettings*
Paul L. Gettings
Vice President

23204-PPPPA
RECORDATION NO. _____ FILED

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SURFACE TRANSPORTATION BOARD

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 2770	7240-18	NS 5553
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2804	7240-52	NS 5554

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Equipment Bill of Sale is a true and complete copy of said Equipment Bill of Sale.

WITNESS my hand and seal this 23rd day of December, 2002.


Notary Public



DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005