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December 26, 2002

RECORDATION NO. 23204-RRRRR FILED  
DEC 26 '02 1-00 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 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. 23) previously filed with the Board under Recordation Number 23204-FFFFF.

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

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

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

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

1 locomotive NS 5555

Mr. Vernon A. Williams  
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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 black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr  
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.23 dated as of November 27, 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 20<sup>th</sup> day of December, 2002.

WITNESS:

*Christy Hampton*

ALLFIRST BANK

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

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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 2744	5744-17	NS 5555

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.

My Commission Expires 11/15/2008  
NOTARY PUBLIC ANNE ARUNDEL CO., MD  
DOROTHY J. HAMPSON



*Dorothy J. Hampson*  
Notary Public