

23204-SSSSS
RECORDATION NO. _____ FILED

ALVORD AND ALVORD
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DEC 26 '02 1:02 PM
SURFACE TRANSPORTATION BOARD

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

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 a Memorandum of Assignment of Schedule to Equipment Lease Agreement, 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 Equipment Lease Agreement (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:

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

Assignee: 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:

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/anr
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 December 20, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.) ("U.S. Bancorp").

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 U.S. Bancorp, as buyer, are parties to that certain Master Assignment Agreement, dated as of June 1, 2001, pursuant to which Allfirst has sold to U.S. Bancorp the Locomotives and assigned to U.S. Bancorp 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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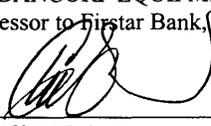
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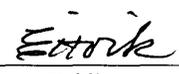
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

U.S. BANCORP EQUIPMENT FINANCE, INC.
(successor to Firststar Bank, N.A.)

By: 
Clifford J. Swan
Vice President

STATE OF Oregon)
COUNTY OF Washington) ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Washington on the 18 day of Dec, 2002 by Clifford J. Swan, as Vice President of U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.).



Notary Public

My commission expires: 4-27-0

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

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