

RECORDATION NO. 21122-B FILED

JUL 01 '05 10-16 AM

SURFACE TRANSPORTATION BOARD

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July 1, 2005

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. 2 to Master Lease Agreement, dated as of June 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21122.

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

Assignor: The Fifth Third Leasing Company
Fifth Third Center
Cincinnati, Ohio 45263

Assignee: RBS Asset Finance
(a d/b/a of Citizens Leasing Corporation)
One Citizens Plaza
Providence, Rhode Island 02903

Mr. Vernon A. Williams
July 1, 2005
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A description of the railroad equipment covered by the enclosed document is:

303 boxcars within the following series as more particularly set forth in the equipment schedule attached to the document (none inclusive):

CP 80020 - CP 80032 (11)
CP 80437 - CP 80693 (192)
CP 85138 - CP 85230 (73)
QC 75097 - QC 75156 (27)

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

Memorandum of Assignment of Schedule No. 2 to Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 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

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 2
TO MASTER LEASE AGREEMENT

JUL 01 '05 10-16 AM
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 2 TO RAILCAR LEASE AGREEMENT (this "Memorandum") is made as of June 30, 2005 by and between THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Assignor") and RBS ASSET FINANCE, a d/b/a of CITIZENS LEASING CORPORATION, a Rhode Island corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Assignment Agreement (the "Agreement") dated as of December 1, 2000 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. 2, dated as of December 31, 1997 (the "Lease") and issued pursuant to the Railcar Lease Agreement dated December 29, 1997 originally between First National Bank of Maryland, as lessor, and Buffalo & Pittsburgh Railroad, Inc., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated December 31, 1997, was recorded with the Surface Transportation Board on December 31, 1997 under recordation number 21122.

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

THE FIFTH THIRD LEASING COMPANY

By: Randall C. Strong
Name: RANDALL C. STRONG
Title: Vice President

RBS ASSET FINANCE, a d/b/a of CITIZENS LEASING CORPORATION

By: Alexis M. Smith
Name: Alexis M. Smith
Title: Senior Vice President

STATE OF OHIO)

COUNTY OF Admission) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Randall C. Strong, the VP of The Fifth Third Leasing Company, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cincinnati OH
this 30 day of June, 2005.

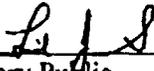
[Signature]
Notary Public
My commission expires: 9-14-07

STATE OF RHODE ISLAND)

COUNTY OF PROVIDENCE) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Alexis M Smith, a Senior Vice President of RBS Asset Finance, a d/b/a of Citizens Leasing Corporation, a Rhode Island corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Providence, Rhode Island, this 30th day of June, 2005.



Notary Public
My commission expires:

LINDA J. SIMEONE
Notary Public - Rhode Island
My Commission Expires November 20, 2005

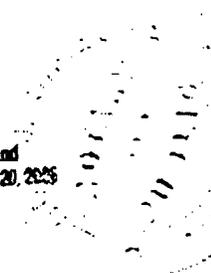


EXHIBIT A

THE FIRST NATIONAL BANK OF MARYLAND

SCHEDULE OF RAILCARS

Sch. No. 2

Series A

Lessee: BUFFALO & PITTSBURGH RAILROAD, INC.

Approved by: _____
(Lessee initial)

Attached to Railcar Bill of Sale dated DECEMBER 31, 1997
and or
Schedule No. 2

DESCRIPTION

REPORTING MARK

TOTAL COST

Eleven (11) 1964 manufactured
box cars, each being 50 foot - 70
ton Plate C, as more fully discribed
on the attachment hereto

CP80020-80024
CP80027-80032

THE FIRST NATIONAL BANK OF MARYLAND

SCHEDULE OF RAILCARS

Sch. No. 2

Series B

Lessee: BUFFALO & PITTSBURGH RAILROAD, INC.

Approved by: _____
(Lessee initial)

Attached to Railcar Bill of Sale dated DECEMBER 31, 1997
and or
Schedule No. 2

<u>DESCRIPTION</u>	<u>REPORTING MARK</u>	<u>TOTAL COST</u>
One hundred ninety-two (192)1965 manufactured box cars, each being 50 foot - 70 ton Plate C, as more fully described on the attachment hereto.	CP80437-80441	CP80557-80559
		CP80562
	CP80443-80445	CP80564-80571
	CP80447-80449	CP80573-8-575.
	CP80452, 80455	CP80577
	CP80458, 80461	CP80581-80585
	CP80463-80464	CP80587-80589
	CP80466-80470	CP80591-80598
	CP80472-80474	CP80600
	CP80476-80479	CP80602-80603
	CP80481-80502	CP80605, 80606, 80608
		CP80610-80624
	CP80504	CP80626, 80628
	CP80506- 80507	CP80631-80635
	CP80509-80510	CP80637-80638
	CP80512-80513	CP80642-80646
	CP80515-80525	CP80648-80650
	CP80527-80529	CP80653
	CP80531	CP80655-80660
	CP80533-80541	CP80662
	CP80543, 80545	CP80664-80666
	CP80547-80550	CP80668, 80669
	CP80554-80555	CP80671-80678
		CP80680-80688
		CP80690, 80691, 80693

THE FIRST NATIONAL BANK OF MARYLAND

SCHEDULE OF RAILCARS

Sch. No. 2

Series C & D

Lessee: BUFFALO & PITTSBURGH RAILROAD, INC.

Approved by: _____
(Lessee initial)

Attached to Railcar Bill of Sale dated DECEMBER 31, 1997
and or
Schedule No. 2

<u>DESCRIPTION</u>	<u>REPORTING MARK</u>	<u>TOTAL COST</u>
<u>Series C</u>		
Seventy-three (73) 1969 manufactured box cars, each being 50 foot - 70 ton Plate C box cars as more fully described on the attachment hereto.	CP85138-85139 CP85141-85142 CP85144-85145 CP85148-85155 CP85157-85160 CP85163-85167 CP85169-85173 CP85176-85187 CP85189-85193 CP85196-85198 CP85201 CP85203-85204 CP85206-85210 CP85212 CP85214-85224 CP85226-85230	
<u>Series D</u>		
Twenty-seven (27) 1979 manufactured box cars, each being 50 foot - 70 ton Plate C box cars as more fully described on the attachment hereto.	QC75097, 75101, 75103 QC75105-75106 QC75113-75115 QC75117-75119 QC75122-75124 QC75127 QC75130-75131 QC75135-75136 QC75141 QC75145-75146 QC75149 QC75151-75152 QC75155-75156	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/1/05



Robert W. Alvord