

RECORDED NO. 23296-T FILED

JAN 11 2002

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BALL JANIK LLP

A T T O R N E Y S

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January 11, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of January 7, 2002. The primary document to which this is connected is recorded under Recordation No. 23296. We request that one copy of this document be recorded under Recordation No. 23296-T.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Assignee:

The CIT Group/ Equipment Financing, Inc.
1211 Avenue of the Americas
New York NY 10036

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 310 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200525, 200828, 200831-200839, inclusive, 200841, 200843, 200845, 200846, 200848-200852, inclusive, 200854-200964, inclusive, 200966-200999, inclusive, 201000-201106, inclusive, 201559, 201560, and 201562-201597, inclusive.

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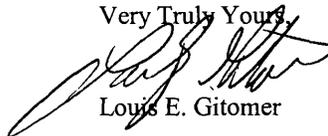
Honorable Vernon A. Williams
January 11, 2002
Page 2

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and The CIT Group/ Equipment Financing, Inc., 1211 Avenue of the Americas, New York NY 10036, covering 310 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200525, 200828, 200831-200839, inclusive, 200841, 200843, 200845, 200846, 200848-200852, inclusive, 200854-200964, inclusive, 200966-200999, inclusive, 201000-201106, inclusive, 201559, 201560, and 201562-201597, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JAN 11 '02

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ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 7, 2002, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and THE CIT GROUP/EQUIPMENT FINANCING, INC. ("Assignee").

Assignor and Formosa Plastics Corporation, U.S.A. and Formosa Transrail Corporation (collectively, "Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of December 20, 2001 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Railcar Master Lease Agreement dated as of September 29, 2000, as amended. The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 23296-S with the Surface Transportation Board pursuant to 49 U.S.C. 11301 and 49 CFR 1177 on December 20, 2001, at 3:36 p.m. and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on December 21, 2001 at 2:17 p.m.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and in and to the Lease solely to the extent relating thereto; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement; and Assignee accepts such assignment.

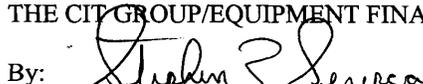
This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

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

LASALLE NATIONAL LEASING
CORPORATION

By: Name: TERRI J. PRESTONTitle: VICE PRESIDENT

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Name: STEPHEN Z. SERESCATitle: SENIOR VICE PRESIDENT

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 9th day of January, 2002 before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

Regina M. McManus
Notary Public

My commission expires:

10/1/04

STATE OF NY)
) ss.
COUNTY OF NY)

On this 8th day of January, 2002 before me appeared Stephen Z. Szepeka the person who signed this instrument, who acknowledged that he is the Senior VP of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Barbara Garner
Notary Public

My commission expires
BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2002