



LaSalle National Leasing Corporation
One West Pennsylvania Avenue
Suite 1000
Towson, Maryland 21204
(410) 769-8900
(888) 760-8900
Fax: (410) 769-9313

July 19, 2007

RECORDATION NO. 18452-D FILED

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

JUL 19 '07 -4 19 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of July 3, 2007. The primary document to which this is connected is recorded Recordation Number 18452. We request that the copy of this document be recorded under Recordation Number 18452-B.

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

Assignee:

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

Assignor:

PBG Equipment Trust
By: Wilmington Trust Company, as trustee
2301 Concord Pike
P.O. Box 8955
Wilmington, DE 19899

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 55 pressure differential railcars numbered ACCX1000-1054 inclusive, leased to Consolidation Coal Company, as lessee.



Honorable Vernon A. Williams
March 12, 2007
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A fee of \$34.00 is enclosed. Please return one copy to:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue
Towson, MD 21204
Attn: John Holbert

A short summary of the document to appear in the index follows: Memorandum of Assignment and Assumption Agreement between LaSalle National Leasing Corporation ("Assignee") and PBG Equipment Trust ("Assignor") regarding Master Equipment Lease Agreement with Consolidation Coal Company, as lessee, covering 55 pressure differential railcars numbered ACCX1000-1054 inclusive.

Very Truly Yours,

A handwritten signature in cursive script that reads 'John W. Holbert'.

John W. Holbert
Vice President

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
(CCC)**

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (CCC) is dated as of July 3, 2007, by and between PBG Equipment Trust ("Assignor"), as assignor and LaSalle National Leasing Corporation ("LNLC"), as assignee.

WITNESSETH:

1. Pitney Bowes Credit Corporation ("PB"), as lessor, entered a Master Equipment Lease Agreement dated as of September 22, 1993 (the "Lease") with Consolidation Coal Company, as lessee, for 55 pressure differential railcars numbered ACCX1000-1054, inclusive (the "Railroad Equipment"), which was recorded at the Interstate Commerce Commission on November 5, 1993 at 1:55 pm under Recordation No. 18452.

2. PB, as assignor, entered a Memorandum of Bill of Sale and Assignment and Assumption Agreement dated as of November 6, 1997 with Wilmington Trust Company, not in its individual capacity, but solely as trustee under the PBG Equipment Trust between Wilmington Trust Company and PBG Capital Partners L.L.C., as assignee, for the Railroad Equipment, which was recorded at the Surface Transportation Board on November 6, 1997 at 2:25 pm under Recordation Nos. 18452-A and 16722-A.

3. Assignor and LNLC have entered an Assignment and Assumption Agreement dated as of June 29, 2007, which is evidenced by this Memorandum of Assignment and Assumption Agreement (CCC) with respect to the Lease and the Railroad Equipment.

4. This Memorandum of Assignment and Assumption Agreement (CCC) may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

5. It is expressly understood and agreed by the parties hereto that (a) this Memorandum of Assignment and Assumption Agreement (CCC) has been executed and delivered by Wilmington Trust Company, not individually or personally but solely as Trustee of the Seller (in such capacity, the "Trustee") in the exercise of the powers and authority conferred and vested in it as Trustee under the Trust Agreement of the Seller, (b) each of the representations, undertakings and agreements made on the part of the Seller herein are made and intended not as personal representations, undertakings and agreements by Wilmington Trust Company but are made and intended for the purpose of binding only the Seller, (c) nothing contained herein shall be construed as creating any liability on Wilmington Trust Company, individually or personally, to perform any covenants either expressed or implied contained herein, and (d) under no circumstances shall Wilmington Trust Company be personally liable for the payment of any indebtedness or expenses of the Seller or be liable for the breach or failure of any

obligation, representation, warranty or covenant made or undertaken by the Seller under this Memorandum of Assignment and Assumption Agreement (CCC)

[REMINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement (CCC) to be executed by their duly authorized officers as of the date first written above.

PBG Equipment Trust
as Assignor

By: Wilmington Trust Company, not in its individual capacity but solely as owner trustee

By: 
Name: Dorri E. Wolbar
Title: Financial Services Officer

LaSalle National Leasing Corporation
as Assignee

By: 
Name: CONSTANCE W. LANCASTER
Title: SENIOR VICE PRESIDENT

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this 3rd day of July, 2007, before me personally appeared Darri E. Wolbar
to me personally known, who being by me duly sworn, says that (s)he is the
Financial Services Officer, of Wilmington Trust Company, that the foregoing instrument
was signed on behalf of said limited liability corporation, and (s)he acknowledged that
the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

SUSANNE M. GULA
Notary Public - State of Delaware
My Comm. Expires Nov. 21, 2007

STATE OF MARYLAND)
) ss
COUNTY OF BALTIMORE)

On this 3rd day of July, 2007, before me personally appeared Constance Lancaster
to me personally known, who being by me duly sworn, says that he is the
SVP, of LaSalle National Leasing Corporation that the foregoing
instrument was signed on behalf of said corporation, and he acknowledged that the
execution of the said instrument was his free act and deed.

John W. Holbert
NOTARY PUBLIC

My commission expires: 4/10/2011

