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RECORDATION NO. 22673-S FILED

OCT 10 '00 2-27 PM

TS

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

October 10, 2000

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 September 29, 2000. The primary document to which this is connected is recorded under Recordation No. 22673. We request that one copy of this document be recorded under Recordation No. 22673-S.

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:

HSBC Business Credit (USA) Inc.
1 HSBC Center
Buffalo, NY 14203

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 11 89-ton side discharge quad hopper cars numbered EJ&E 73105-73115, inclusive.

A fee of $ 26.00 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 HSBC Business Credit (USA) Inc., 1 HSBC Center, Buffalo, NY 14203, covering 11 89-ton side discharge quad hopper cars numbered EJ&E 73105-73115, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 29, 2000, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and HSBC BUSINESS CREDIT (USA) INC. ("Assignee").

Assignor and Elgin, Joliet and Eastern Railway Company ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of August 1, 2000 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to the Lease (as such term is defined therein). The Memorandum of Lease Agreement has been filed with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on August 8, 2000.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; 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 S. Preston
Title: Vice President

HSBC BUSINESS CREDIT (USA) INC.

By: _____
Name: Richard E. Hardt
Title: SVP

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SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 29th day of September, 2000 before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, she signed such instrument as a free act on behalf of said corporation.

[Seal] DANA L. WELKER
NOTARY PUBLIC
BALTIMORE COUNTY

Dana L. Welker
Notary Public

My commission expires:

November 12, 2003

STATE OF New York)
) ss.
COUNTY OF Erie)

On this 29th day of September, 2000 before me appeared Richard E. Hart, the person who signed this instrument, who acknowledged that (s)he is the Svp, of HSBC BUSINESS CREDIT (USA) INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] CHRISTOPHER W. GATES
Notary Public, State of New York
No. 01GA6045281
Qualified in Erie County
My Commission Expires July 24, 02

Notary Public

My commission expires:

July 24, 02

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