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RECORDATION NO. 23370-E FILED

JUN 27 '01 13:50 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

June 27, 2001

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

Dear Secretary Williams:

I have enclosed the original and one certified copy 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 May 6, 2001. The primary document to which this is connected is recorded under Recordation Number 23370. We request that this document be recorded under Recordation Number 23370-E.

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:

General Electric Railcar Services Corporation
33 West Monroe Street
Chicago, IL 60603

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 90 three unit MAXI IV intermodal railcars numbered BRAN 6052-6136, inclusive, 6138, 6140, and 6142-6144, inclusive.

BALL JANIK LLP

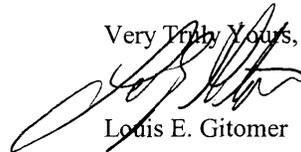
Honorable Vernon A. Williams
June 27, 2001
Page 2

A fee of \$ 28.00 is enclosed. Please return the 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 General Electric Railcar Services Corporation, 33 West Monroe Street, Chicago, IL 60603, covering 90 three unit MAXI IV intermodal railcars numbered BRAN 6052-6136, inclusive, 6138, 6140, and 6142-6144, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

^{May} THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of ~~March~~ 6, 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Assignee").

Assignor and Pacer International, Inc. ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of February 26, 2001 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Railcar Lease Agreement dated as of January 2, 2001. The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 23370-A with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on February 26, 2001, at 3:28 p.m. and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on February 26, 2001 at 2:16 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

RECORDATION NO. 23370-E FILED
JUN 27 '01 1 3-50 PM
SURFACE TRANSPORTATION BOARD

By: 
Name: CONSTANCE W. LANCASTER
Title: 1st VICE PRESIDENT

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

By: 
Name: MARK F MILLER
Title: EXECUTIVE VICE PRESIDENT

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 6th day of May, 2001 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the First 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 Illinois)
) ss.
COUNTY OF Cook)

On this 5 day of May, 2001 before me appeared MARIC F. MUMER the person who signed this instrument, who acknowledged that he is the EXECUTIVE VICE PRESIDENT of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Debra A. Brdar
Notary Public, State of Illinois
My Commission Expires 12/7/04

My commission expires:

December 7, 2004

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Assignment of Memorandum of Lease Agreement dated as of May 6, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', written over a horizontal line.

Louis E. Gitomer
June 27, 2001