

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307

FACSIMILE 202-783-6947

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

RECORDATION NO. 22673-KK FILED

JUL 31 '01 10: 87 AM

**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

July 31, 2001

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 June 30, 2001. 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-KK.

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:

First National Equipment Financing, Inc.  
Landmark Center, Fourteenth Floor  
1299 Farnam Street  
Omaha, NE 68102

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 13 89-ton side discharge quad hopper cars numbered EJ&E 73216-73228, inclusive.

BALL JANIK LLP

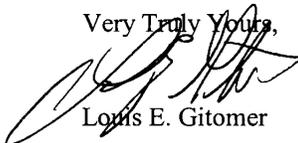
Honorable Vernon A. Williams  
July 31, 2001  
Page 2

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: a Assignment of Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and First National Equipment Financing, Inc., Landmark Center, Fourteenth Floor, 1299 Farnam Street, Omaha, NE 68102, covering 13 89-ton side discharge quad hopper cars numbered EJ&E 73216-73228, 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 June 30, 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and FIRST NATIONAL EQUIPMENT FINANCING, INC. ("Assignee").

Assignor and Elgin, Joliet and Eastern Railway Company ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of April 25, 2001 (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 May 4, 2001.

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

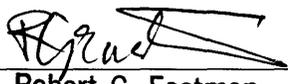
  
By: \_\_\_\_\_  
Name: TERRI J. PRESTON  
Title: VICE PRESIDENT

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SURFACE TRANSPORTATION BOARD

FIRST NATIONAL EQUIPMENT FINANCING, INC.

  
By: \_\_\_\_\_  
Name: Robert G. Eastman  
Title: Vice President

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 25<sup>th</sup> day of July, 2001 before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that she 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.

DANA L. WELKER  
[Seal] NOTARY PUBLIC  
BALTIMORE COUNTY

Dana L. Welker  
Notary Public

My commission expires:  
November 12, 2003

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this 23 day of July, 2001 before me appeared Robert G. Eastman person who signed this instrument, who acknowledged that (s)he is the Vice President, of FIRST NATIONAL EQUIPMENT FINANCING, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] GENERAL NOTARY-State of Nebraska  
JACQUELINE K. SIMS  
My Comm. Exp. March 5, 2002

Jacqueline K. Sims  
Notary Public

My commission expires:  
3/5/2002