

**BALL JANIK** LLP

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February 3, 2006

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

RECORDATION NO. 26171 FILED

FEB 03 '06

**12-37 PM**

**SURFACE TRANSPORTATION BOARD**

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 a Memorandum of Lease Agreement, a primary document, dated as of January 31, 2006. We request that this document be given the next available Recordation Number.

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

Lessor:

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

Lessees:

Champion City Recovery, LLC  
Boxer Realty Redevelopment, LLC  
Northeast Interchange Railway, LLC  
RS Acquisition Co., LLC  
Regus of Brooklyn, LLC  
Sunny Farms Landfill, LLC  
New Amsterdam & Seneca Railroad Company, LLC  
300 Centre Street  
Holbrook, MA 02343

A description of the equipment covered by the Memorandum of Lease Agreement consists of 30 Hi-Side gondola cars numbered REGX 6893-6922, inclusive.

**BALL JANIK** LLP

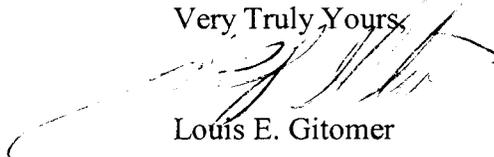
Honorable Vernon A. Williams  
February 3, 2006  
Page 2

A fee of \$ 33.00 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 Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania, and Champion City Recovery, LLC, Boxer Realty Redevelopment, LLC, Northeast Interchange Railway, LLC, RS Acquisition Co., LLC, Regus of Brooklyn, LLC, Sunny Farms Landfill, LLC, and New Amsterdam & Seneca Railroad Company, LLC, 300 Centre Street, Holbrook, MA 02343, covering 30 Hi-Side gondola cars numbered REGX 6893-6922, inclusive.

Very Truly Yours,



Louis E. Gitomer

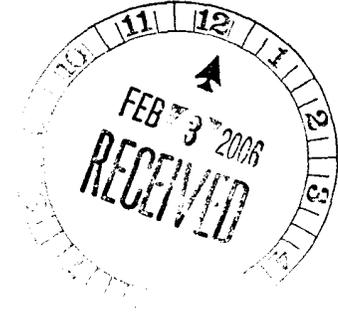
Enclosures

RECORDATION NO. 26171 FILED

FEB 03 '06

12-37 PM

SURFACE TRANSPORTATION BOARD



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**MEMORANDUM OF LEASE AGREEMENT**

dated as of January 31, 2006

by and among

CHAMPION CITY RECOVERY, LLC  
BOXER REALTY REDEVELOPMENT, LLC  
NORTHEAST INTERCHANGE RAILWAY, LLC  
RS ACQUISITION CO., LLC  
REGUS OF BROOKLYN, LLC  
SUNNY FARMS LANDFILL, LLC  
NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC  
jointly, severally and collectively, as Lessee,  
and

LASALLE NATIONAL LEASING CORPORATION,  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on January \_\_, 2006 at \_\_: \_\_ .m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 31, 2006, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor") and CHAMPION CITY RECOVERY, LLC, BOXER REALTY REDEVELOPMENT, LLC, NORTHEAST INTERCHANGE RAILWAY, LLC, RS ACQUISITION CO., LLC, REGUS OF BROOKLYN, LLC, SUNNY FARMS LANDFILL, LLC, NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of January 31, 2006, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of January 31, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

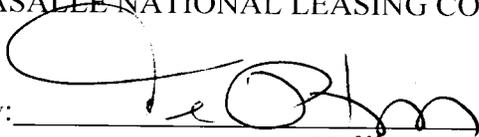
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

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

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: TERRI PRESTON  
Title: VICE PRESIDENT

CHAMPION CITY RECOVERY, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

BOXER REALTY REDEVELOPMENT, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

NORTHEAST INTERCHANGE RAILWAY, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

RS ACQUISITION CO., LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

REGUS OF BROOKLYN, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO



STATE OF NEW YORK )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared ANDREAS GRUSON the person who signed this instrument, who acknowledged that (s)he is the CEO CHAMPION CITY RECOVERY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

My commission expires:  
\_\_\_\_\_

  
Notary Public  
**DOUGLAS E. SZALASNY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 01/11/2007

STATE OF New York )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared ANDREAS GRUSON the person who signed this instrument, who acknowledged that (s)he is the CEO BOXER REALTY REDEVELOPMENT, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

My commission expires:  
\_\_\_\_\_

  
Notary Public  
**DOUGLAS E. SZALASNY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 01/11/2007

STATE OF New York )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared ANDREAS GRUSON, the person who signed this instrument, who acknowledged that (s)he is the CEO NORTHEAST INTERCHANGE RAILWAY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

My commission expires:  
\_\_\_\_\_

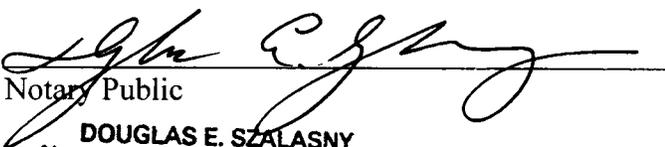
  
Notary Public  
DOUGLAS E. SZALASNY  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 01/11/2007

STATE OF New York )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared ANDREAS GRUSON, the person who signed this instrument, who acknowledged that (s)he is the CEO RS ACQUISITION CO., LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

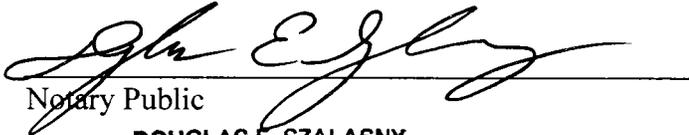
My commission expires:  
\_\_\_\_\_

  
Notary Public  
DOUGLAS E. SZALASNY  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 01/11/2007

STATE OF New York )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared ANDREAS GRUSON, the person who signed this instrument, who acknowledged that (s)he is the CEO REGUS OF BROOKLYN, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

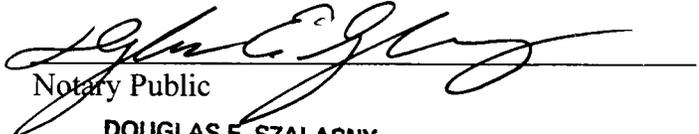
My commission expires:

**DOUGLAS E. SZALASNY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 2/11/2007

STATE OF New York )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared ANDREAS GRUSON, the person who signed this instrument, who acknowledged that (s)he is the CEO SUNNY FARMS LANDFILL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

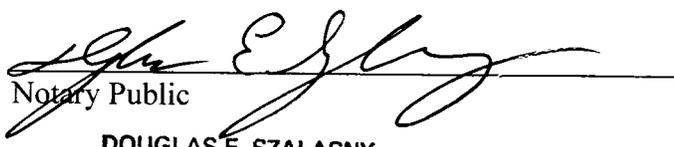
My commission expires:

**DOUGLAS E. SZALASNY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 2/11/2007

STATE OF New York )  
 ) ss:  
COUNTY OF ERIE )

On this 31<sup>st</sup> day of January, 2006, before me appeared Adrian Gruson, the person who signed this instrument, who acknowledged that (s)he is the CEO NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My commission expires:

**DOUGLAS E. SZALASNY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 2/11/2007

\_\_\_\_\_

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

|                    |                             |
|--------------------|-----------------------------|
| Type of Equipment: | Hi-Side Gondolas            |
| Place Accepted:    | Sunny Farms Landfill, LLC   |
| Date Accepted:     | January 31, 2006            |
| Number of Units:   | Thirty (30)                 |
| Reporting Marks:   | REGX 6893 through REGX 6922 |

| Unit Numbers | Unit Weights | Unit Numbers | Unit Weights |
|--------------|--------------|--------------|--------------|
| REGX 6893    | 286,000 lbs  | REGX 6894    | 286,000 lbs  |
| REGX 6895    | 286,000 lbs  | REGX 6896    | 286,000 lbs  |
| REGX 6897    | 286,000 lbs  | REGX 6898    | 286,000 lbs  |
| REGX 6899    | 286,000 lbs  | REGX 6900    | 286,000 lbs  |
| REGX 6901    | 286,000 lbs  | REGX 6902    | 286,000 lbs  |
| REGX 6903    | 286,000 lbs  | REGX 6904    | 286,000 lbs  |
| REGX 6905    | 286,000 lbs  | REGX 6906    | 286,000 lbs  |
| REGX 6907    | 286,000 lbs  | REGX 6908    | 286,000 lbs  |
| REGX 6909    | 286,000 lbs  | REGX 6910    | 286,000 lbs  |
| REGX 6911    | 286,000 lbs  | REGX 6912    | 286,000 lbs  |
| REGX 6913    | 286,000 lbs  | REGX 6914    | 286,000 lbs  |
| REGX 6915    | 286,000 lbs  | REGX 6916    | 286,000 lbs  |
| REGX 6917    | 286,000 lbs  | REGX 6918    | 286,000 lbs  |
| REGX 6919    | 286,000 lbs  | REGX 6920    | 286,000 lbs  |
| REGX 6921    | 286,000 lbs  | REGX 6922    | 286,000 lbs  |