

RECORDATION NO. 26320-F FILED

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JUL 07 '06 10-25 AM

SURFACE TRANSPORTATION BOARD

July 7, 2006

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

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of July 6, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-F.

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

Assignor:

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

Assignee:

Farm Credit Services of Mid-America, PCA  
1601 UPS Drive  
Louisville, KY 40223

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of two GP-38-2 locomotives numbered BNSF 2028 and 2034.

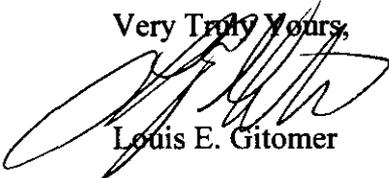
Honorable Vernon A. Williams  
July 7, 2006  
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement among LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and Farm Credit Services of Mid-America, PCA, 1601 UPS Drive, Louisville, KY 40223, covering two GP-38-2 locomotives numbered BNSF 2028 and 2034.

Very Truly Yours,

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

Louis E. Gitomer

Enclosures

JUL 07 '06 10-25 AM

MEMORANDUM OF ASSIGNMENT AND AGREEMENT  
SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of July 6, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and FARM CREDIT SERVICES OF MID-AMERICA, PCA, 1601 UPS Drive, Louisville, KY 40223 ("FARM CREDIT"), the assignee.

WITNESSETH:

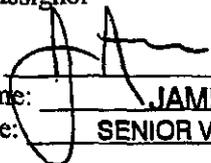
1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and FARM CREDIT have entered a Master Assignment Agreement dated as of March 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

3. This Memorandum of Assignment and Agreement 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.

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

LASALLE NATIONAL LEASING CORPORATION  
as Assignor

By:   
Name: JAMES A. VLK  
Title: SENIOR VICE PRESIDENT

FARM CREDIT SERVICES OF MID-AMERICA, PCA  
as Assignee

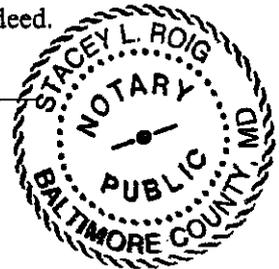
By:   
Name: Tim J. Frisley  
Title: Credit Officer

STATE OF Maryland )  
 ) ss  
COUNTY OF Baltimore )

On this 6<sup>th</sup> day of July, 2006, before me personally appeared JAMES A. VIK, to me personally known, who being by me duly sworn, says that (s)he is the SENIOR V.P., of LaSalle National Leasing Corporation 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.

My commission expires: Aug. 4, 2009

Stacey L. Roig  
NOTARY PUBLIC



COMMONWEALTH OF KENTUCKY )  
 ) ss  
COUNTY OF Jefferson )

On this 6<sup>th</sup> day of July, 2006, before me personally appeared Tim J. Fraley, to me personally known, who being by me duly sworn, says that he is the Credit Officer, of Farm Credit Services of Mid-America, PCA 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.

My commission expires: 6/18/2009

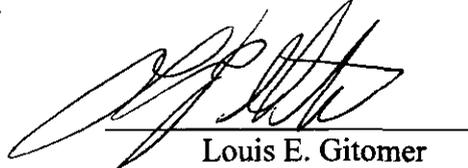
Stacey L. Roig  
NOTARY PUBLIC

**ATTACHMENT**

- **Two (2) Locomotives numbered BNSF 2034 & BNSF 2028**

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment and Agreement, dated as of July 6, 2006, 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.



Louis E. Gitomer  
July 7, 2006