

JUL 13 '06 10-47 AM

SURFACE TRANSPORTATION BOARD

Law Offices of
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600 Baltimore Avenue
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Towson, MD 21204
(202) 466-6532
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July 13, 2006

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 a Memorandum of Lease Agreement, a secondary document, dated as of June 19, 2006. The primary document to which this is connected is recorded under Recordation No. 26171. We request that the copy of this document be recorded under Recordation No. 26171-G.

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

Honorable Vernon A. Williams
July 13, 2006
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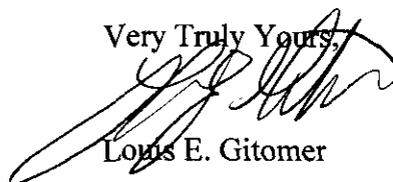
A description of the equipment covered by the Memorandum of Lease Agreement consists of one gondola numbered REGX 6949.

A fee of \$34.00 is enclosed. Please return one original 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 Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, 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, 300 Centre Street, Holbrook, MA 02343, covering one gondola numbered REGX 6949.

Very Truly Yours,

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

Louis E. Gitomer

Enclosures

RECORDATION NO. 26171-5 FILED

JUL 13 '06 10-47 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of June ~~28~~/19, 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

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on June ____, 2006 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 19, 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. 8 thereto and incorporating the terms thereof, dated as of June 19, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

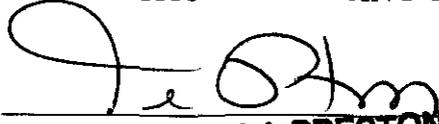
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Railcars on the terms set forth in the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

CHAMPION CITY RECOVERY, LLC

By: 
Name: Andreas Y. Gruson
Title: CEO

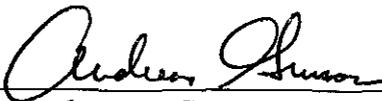
BOXER REALTY REDEVELOPMENT, LLC

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: Andreas Gruson

Name: Andreas Y. Gruson

Title: CEO

SUNNY FARMS LANDFILL, LLC

By: Andreas Gruson

Name: Andreas Y. Gruson

Title: CEO

NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC

By: Andreas Gruson

Name: Andreas Y. Gruson

Title: CEO

STATE OF MARYLAND)
) ss:
COUNTY OF BALTIMORE)

On this 26th day of June, 2006, before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that she 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:

10/1/08

STATE OF NEW YORK)
) ss:

COUNTY OF ERIE)

On this 26th day of June, 2006, before me appeared ANDREAS Y. GRUSOV 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]


Notary Public

My commission expires:

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

STATE OF New York)
COUNTY OF ERIE) ss:

On this 26th day of June, 2006, before me appeared ANDREAS Y. GRUSOV, 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]


Notary Public

My commission expires:

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

STATE OF New York)
COUNTY OF ERIE) ss:

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 2/14/2007

**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:	June <u>19</u> , 2006
Number of Units:	One (1)
Reporting Marks:	REGX 6949

Unit Numbers	Unit Weights	Unit Numbers	Unit Weights
REGX 6949	286,000 lbs.		