

RECORDATION NO. 26320-M FILED

AUG 29 '06

3-26 PM

SURFACE TRANSPORTATION BOARD

Law Offices of  
Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
(202) 466-6532  
Lou\_Gitomer@verizon.net

August 29, 2006

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

Dear Secretary Williams:

I have enclosed for e-filing 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 August 28, 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-M.

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:

John Hancock Leasing Corporation  
197 Clarendon Street, C-2  
Boston, MA 02116

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of one GP-38-2 locomotive numbered BNSF 2002.

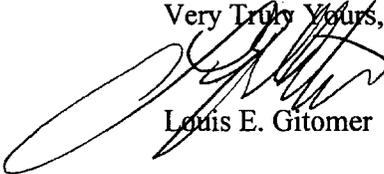
Honorable Vernon A. Williams  
August 29, 2006  
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A fee of \$34.00 is enclosed. Please return one copy to:

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 between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and John Hancock Leasing Corporation, 197 Clarendon Street, C-2, Boston, MA 02116, covering one GP-38-2 locomotive numbered BNSF 2002.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name. The signature is stylized and somewhat cursive.

Louis E. Gitomer

Enclosures

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of August 28, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and JOHN HANCOCK LEASING CORPORATION, 197 Clarendon Street, C-2, Boston, MA 02116 ("JOHN HANCOCK"), 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 JOHN HANCOCK have entered a Master Assignment Agreement dated as of July 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.

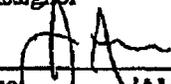
IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING CORPORATION  
as Assignor

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

SURFACE TRANSPORTATION BOARD

JOHN HANCOCK LEASING CORPORATION  
as Assignee

By:   
Name: DAVID STANTON  
Title: V.P. PRESIDENT

STATE OF Maryland )  
 ) ss  
COUNTY OF Baltimore )

On this 28<sup>th</sup> day of August, 2006, before me personally appeared James A. VK  
to me personally known, who being by me duly sworn, says that (s)he is the  
Senior VP, 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.

Regina M. McManus  
NOTARY PUBLIC

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

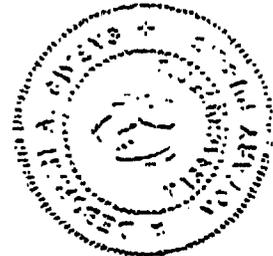
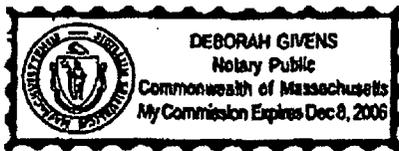
My commission expires: 10/1/08

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss  
COUNTY OF SUFFOLK )

On this 28<sup>th</sup> day of August, 2006, before me personally appeared David Santom  
to me personally known, who being by me duly sworn, says that he is the  
Vice President, of John Hancock Leasing Corporation 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.

Deborah Givens  
NOTARY PUBLIC

My commission expires:



ATTACHMENT

- One (1) Locomotive numbered BNSF 2002