

NOV 08 '06 10-29 AM

SURFACE TRANSPORTATION BOARD

Law Offices of  
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600 Baltimore Avenue  
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November 8, 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 Modified Assignment and Agreement, a secondary document, dated as of September 22, 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-W.

The names and addresses of the parties to the Memorandum of Modified 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 Modified Assignment and Agreement consists of one GP-38-2 locomotive numbered BNSF 2023, which is replacing one GP-38-2 locomotive numbered BNSF 2029.

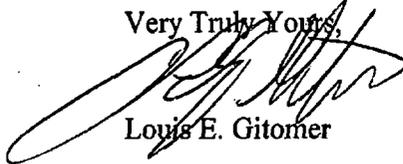
Honorable Vernon A. Williams  
November 8, 2006  
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A fee of \$34.00 is enclosed. Please return one copy to:

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 Modified 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 2023, which is replacing one GP-38-2 locomotive numbered BNSF 2029.

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

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MEMORANDUM OF MODIFIED ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Modified Assignment and Agreement is dated as of September 22, 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. 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.

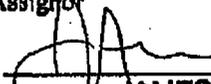
3. A Memorandum of Assignment and Agreement dated as of September 22, 2006, by and between LASALLE, the assignor, and JOHN HANCOCK, the assignee, was recorded on September 22, 2006 at the Board under Recordation No. 26320-Q, assigning locomotive number BNSF 2029 to JOHN HANCOCK (the "Memorandum of Assignment").

4. The parties have determined that under the Memorandum of Assignment LASALLE intended to and actually did assign locomotive number BNSF 2023 to JOHN HANCOCK and not locomotive number BNSF 2029. Therefore, LASALLE and JOHN HANCOCK agree to delete locomotive number BNSF 2029 from the Memorandum of Assignment and replace it with locomotive number BNSF 2023.

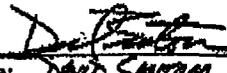
3. This Memorandum of Modified Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Modified 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

JOHN HANCOCK LEASING  
CORPORATION  
as Assignee

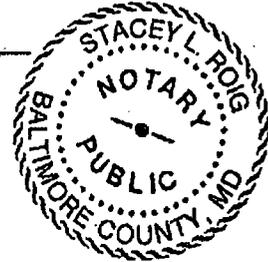
By:   
Name: DAVID SANTOM  
Title: VICE PRESIDENT

STATE OF Maryland )  
 ) ss  
COUNTY OF Baltimore )

On this 7<sup>th</sup> day of November, 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: 8/14/2009

Stacey L. Roig  
NOTARY PUBLIC



COMMONWEALTH OF MASSACHUSETTS )  
 ) ss  
COUNTY OF SUFFOLK )

On this 7<sup>th</sup> day of November, 2006, before me personally appeared  
David Sauter 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.

My commission expires:

John T. Wallace  
NOTARY PUBLIC

