

32673-RR
RECORDATION NO. _____ FILED

DEC 26 '06 -11 15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 26, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of December 21, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Assignment previously filed with the Board under Recordation Number 22673-I.

The names and addresses of the parties to the enclosed document are:

Assignor: HSBC Business Credit (USA) Inc.
1 HSBC Center
Buffalo, New York 14203

Assignee: Alter Moneta Corporation
50 Lakefront Blvd.
Suite 208
Buffalo, New York 14202

Mr. Vernon A. Williams
December 26, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

Railcars: EJE 73116 - EJE 73129.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

DEC 26 '06 -11 15 AM

MEMORANDUM OF LEASE ASSIGNMENT
(EJ&E 73116 - 73129)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT dated as of December 21, 2006 is between HSBC Business Credit (USA) Inc. ("Assignor"), and Alter Moneta Corporation ("Assignee").

Assignor and Assignee hereby acknowledge and confirm the following:

A. Pursuant to that certain Interim Schedule No. 10 dated as of September 1, 2000 and that certain Schedule No. 5 dated as of September 29, 2000, each between Elgin, Joliet and Eastern Railway Company ("Lessee") and Assignor's predecessor in interest, LaSalle National Leasing Corporation (collectively, as amended, the "Lease Schedule"), executed pursuant to Railcar Lease Agreement dated as of December 14, 1999 (the "Master Lease"; the Lease Schedule, together with the Master Lease, solely to the extent it relates to such Lease Schedule, are hereinafter collectively referred to as, the "Lease"), Lessee has leased from Assignor the railroad equipment listed in Schedule A attached hereto, and all additions and alterations thereof, replacements thereof and substitutions therefor (collectively, the "Rail Equipment").

B. Pursuant to the provisions of 49 U.S.C. 11301, a Memorandum of Lease Agreement was recorded on September 12, 2000 and assigned recordation number 22673-Q (the "Memorandum of Lease"). The Memorandum of Lease was assigned to Assignor pursuant to an Assignment of Memorandum of Lease Agreement recorded on September 29, 2000 and assigned recordation number 22673-T.

C. Pursuant to that certain Absolute Assignment dated as of December 21, 2006 between Assignor and Assignee, Assignor sold and assigned to Assignee all of Assignor's right, title and interest in and to the Lease and the Rail Equipment.

D. Assignor and Assignee wish to show for the public record (a) this Memorandum of Lease Assignment, and (b) that Assignor has sold and assigned to Assignee all of Assignor's right, title and interest in and to the Lease and the Rail Equipment. Accordingly, Assignor and Assignee have caused this Memorandum of Lease Assignment to be executed by duly authorized officers, as of the date first above written.

E. In consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease; and Assignee accepts such assignment.

F. This Memorandum of Lease Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Assignment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

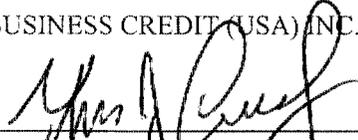
Assignor:

HSBC BUSINESS CREDIT (USA) INC.

By: _____

Name:

Title:


THOMAS J. CROWLEY
VICE PRESIDENT

Assignee:

ALTER MONETA CORPORATION

By: _____

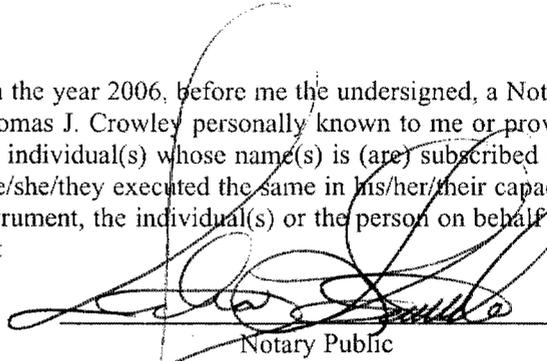
Name:

Title:


Mark Verplio
VP

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

On this 21st day of December in the year 2006, before me the undersigned, a Notary Public in and for said State, personally appeared Thomas J. Crowley personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person on behalf of which the individual(s) acted, executed the instrument

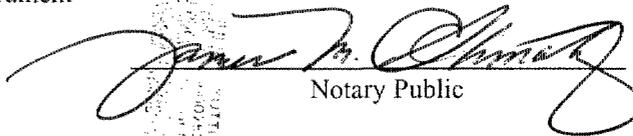


Notary Public

JULIA L. BUTTLE
No. 01SU8007539
Notary Public, State of New York
Qualified in Erie County
My Commission Expires May 28, 2010

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

On this 21 day of December in the year 2006, before me the undersigned, a Notary Public in and for said State, personally appeared Mark Temple personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person on behalf of which the individual(s) acted, executed the instrument



Notary Public

JAMES M. SCHMATZ
Notary Public - State of New York
No. 01SC6047318
Qualified In Erie County
My Commission Expires Aug. 28, 2010

SCHEDULE A
DESCRIPTION OF RAIL EQUIPMENT

Fourteen (14) 89-Ton Side Discharge Quad Hopper Cars bearing DMIR reporting marks and road numbers EJ&E 73116 through 73129, inclusive.