

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 8, 1999

RECORDATION NO. 20144-D FILED

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

DEC 8 '99 11-43 AM

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 Assignment of Equipment Lease Schedule, dated December 8, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 20144

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

Assignor General Electric Business Asset Funding Corporation
4 North Park Drive, Suite 500
Hunt Valley, Maryland 21031

Assignee. ICX Corporation
3 Summit Park Drive, #200
Cleveland, Ohio 44131

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

seventy (70) covered hoppers DME 51230 - DME 51299

Mr. Vernon A. Williams
December 8, 1999
Page 2

Also enclosed is a check in the amount of \$26 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copy of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W Alvord

RWA/bg
Enclosures

26144-D
FILED

DEC 8 '99

11-43 AM

MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE SCHEDULE

THIS MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE SCHEDULE (this "Assignment") is made and entered into as of December 8, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and ICX CORPORATION ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, the assignee of NationsBanc Leasing Corporation, as lessor, and Dakota, Minnesota & Eastern Railroad Corporation, as lessee ("Lessee"), have heretofore entered into that certain Equipment Lease Schedule Number 3 dated as of July 31, 1996 ("Lease Schedule"), pursuant to, and incorporating the terms and provisions of, that certain Master Equipment Lease Agreement dated as of April 9, 1996 between Assignor and Lessee (the "Master Lease") (the Lease Schedule and the Master Lease, to the extent incorporated in the Lease Schedule, hereinafter referred to as the "Lease") pertaining to the railcars described in the Lease (the "Railcars"). The Master Lease was filed on June 19, 1996 under Recordation Number 20144 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) ("STB") pursuant to 49 U.S.C. § 11301. The Lease Schedule was filed on August 12, 1996 under Recordation Number 20144-B with the STB pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, 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 Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 7th day of December, 1999, before me appeared Steven J. Williams, the person who signed the foregoing Memorandum of Assignment of Equipment Lease Schedule, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

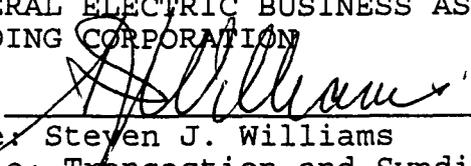
Marcy E Houck
Notary Public

My commission expires: 8-1-02, _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Equipment Lease Schedule to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: 

Name: Steven J. Williams

Title: Transaction and Syndication
Manager

ASSIGNEE:

ICX CORPORATION

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Equipment Lease Schedule to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION

By: _____
Name: Steven J. Williams
Title: Transaction and Syndication Manager

ASSIGNEE:

ICX CORPORATION

 By: _____
Name: _____
Title: JOHN M. O'DONNELL
VICE PRESIDENT

STATE OF OHIO)
COUNTY OF Medina) ss.

On this 9th day of December, 1999, before me appeared JOHN O'DONNELL, the person who signed the foregoing Memorandum of Assignment of Equipment Lease Schedule, who acknowledged that [he][she] is the VICE PRESIDENT of ICX CORPORATION and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]

Candice J. Hazinakis
Notary Public

My commission expires: _____

CANDICE J. HAZINAKIS
Notary Public, State of Ohio, Medina Cty.
My Commission Expires Aug. 24, 2003

District of Columbia)
)
City of Washington) ss

I, KIM L BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Memorandum of Assignment of Equipment Lease Schedule", dated December 8, 1999 between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION, Assignor and ICX CORPORATION, Assignee, is a true and complete copy of the original thereof

Certified this 8th day of December, 1999


NOTARY PUBLIC

My commission expires 3-31-2000