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ELIAS C. ALVORD (1942)
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RECORDATION NO. 23294 FILED

DEC 28 '00 19:16 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 28, 2000

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 an Memorandum of Lease Agreement, dated as of December 27, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

Lessee: Wisconsin Central Ltd.
P.O. Box 5062
Rosemont, IL 60017

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

127 boxcars within the series WC 20306 - WC 20501,
63 boxcars within the series WCCL 43600 - WCCL 43662 and
100 boxcars within the series WC 21550 - WC 21649

Mr. Vernon A. Williams
December 27, 2000
Page Two

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

Memorandum of Lease between ICX Corporation, Lessor,
Wisconsin Central Ltd., Lessee covering 127 boxcars within
the series WC 20306 - WC 20501, 63 boxcars within the
series WCCL 43600 - WCCL 43662 and 100 boxcars within the
series WC 21550 - WC 21649.

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 copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO. 23294 FILED

DEC 28 '00 10:16 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 27, 2000

between

WISCONSIN CENTRAL LTD.
as Lessee

and

ICX CORPORATION
as Lessor

STB
COPY

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 27, 2000, by and between ICX CORPORATION ("Lessor") and WISCONSIN CENTRAL LTD. ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Attachment 1 attached hereto.

All of such railcars are more fully described in Schedule Nos. 001 through 003 to the Master Lease Agreement dated as of December 27, 2000 between Lessor and Lessee, incorporating the terms thereof, each dated as of December 27, 2000 (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.

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.

ICX CORPORATION

By: *Robert H. Rowland*
Name: Robert H. Rowland
Title: Sr. Vice President

WISCONSIN CENTRAL LTD.

By: _____
Name: _____
Title: _____

STATE OF OHIO)
) ss.

On this 21st day of December, 2000, before me appeared *Robert H. Rowland*, the person who signed this instrument, who acknowledged that he is a Vice President of ICX CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Gloria A. Mooley
Notary Public

My commission expires: **GLORIA A. MOBLEY**
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 2, 2005

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.

ICX CORPORATION

By: _____
Name: _____
Title: _____

WISCONSIN CENTRAL LTD.

By: Marty J. McKay
Name: Marty J. McKay
Title: Treasurer

STATE OF OHIO)
) ss.

On this _____ day of December, 2000, before me appeared _____, the person who signed this instrument, who acknowledged that he is a Vice President of ICX CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

On this 21st day of December, 2000, before me appeared Moty J. Mickey, the person who signed this instrument, who acknowledged that (s)he is a Treasurer of WISCONSIN CENTRAL LTD., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Carol Brandenburg
Notary Public

My commission expires:



ATTACHMENT 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred and twenty-seven (127) 100-ton boxcars, Plate B, with end of car cushioned underframes and 10' plug doors, originally built in 1977, bearing the following road marks and numbers:

WC 20306	WC 20387	WC 20421	WC 20451	WC 20479
WC 20307	WC 20388	WC 20422	WC 20452	WC 20480
WC 20312	WC 20389	WC 20424	WC 20453	WC 20481
WC 20314	WC 20390	WC 20425	WC 20454	WC 20482
WC 20322	WC 20391	WC 20426	WC 20455	WC 20483
WC 20328	WC 20392	WC 20428	WC 20456	WC 20484
WC 20340	WC 20393	WC 20429	WC 20457	WC 20485
WC 20346	WC 20394	WC 20430	WC 20458	WC 20486
WC 20352	WC 20396	WC 20431	WC 20459	WC 20487
WC 20353	WC 20400	WC 20432	WC 20460	WC 20488
WC 20360	WC 20401	WC 20433	WC 20461	WC 20489
WC 20369	WC 20402	WC 20434	WC 20462	WC 20490
WC 20370	WC 20403	WC 20435	WC 20463	WC 20491
WC 20372	WC 20404	WC 20436	WC 20464	WC 20492
WC 20374	WC 20406	WC 20437	WC 20466	WC 20493
WC 20375	WC 20407	WC 20438	WC 20467	WC 20494
WC 20377	WC 20408	WC 20439	WC 20468	WC 20495
WC 20378	WC 20409	WC 20440	WC 20469	WC 20496
WC 20379	WC 20410	WC 20441	WC 20470	WC 20497
WC 20380	WC 20411	WC 20443	WC 20471	WC 20498
WC 20381	WC 20413	WC 20444	WC 20473	WC 20499
WC 20382	WC 20414	WC 20445	WC 20474	WC 20500
WC 20383	WC 20416	WC 20446	WC 20475	WC 20501
WC 20384	WC 20417	WC 20447	WC 20476	
WC 20385	WC 20419	WC 20448	WC 20477	
WC 20386	WC 20420	WC 20449	WC 20478	

ATTACHMENT 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Sixty-three (63) 70-ton boxcars, Plate B, with end of car cushioning and 10' double doors, originally built in 1976, bearing the following road marks and numbers:

WCCL 43600	WCCL 43632
WCCL 43601	WCCL 43633
WCCL 43602	WCCL 43634
WCCL 43603	WCCL 43635
WCCL 43604	WCCL 43636
WCCL 43605	WCCL 43637
WCCL 43606	WCCL 43638
WCCL 43607	WCCL 43639
WCCL 43608	WCCL 43640
WCCL 43609	WCCL 43641
WCCL 43610	WCCL 43642
WCCL 43611	WCCL 43643
WCCL 43612	WCCL 43644
WCCL 43613	WCCL 43645
WCCL 43614	WCCL 43646
WCCL 43615	WCCL 43647
WCCL 43616	WCCL 43648
WCCL 43617	WCCL 43649
WCCL 43618	WCCL 43650
WCCL 43619	WCCL 43651
WCCL 43620	WCCL 43652
WCCL 43621	WCCL 43653
WCCL 43622	WCCL 43654
WCCL 43623	WCCL 43655
WCCL 43624	WCCL 43656
WCCL 43625	WCCL 43657
WCCL 43626	WCCL 43658
WCCL 43627	WCCL 43659
WCCL 43628	WCCL 43660
WCCL 43629	WCCL 43661
WCCL 43630	WCCL 43662
WCCL 43631	

ATTACHMENT I
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

100 (100) 100-ton boxcars, Plate F, with 10' plug doors, originally built in 1997, bearing the following road marks and numbers:

WC 21550	WC 21575	WC 21600	WC 21625
WC 21551	WC 21576	WC 21601	WC 21626
WC 21552	WC 21577	WC 21602	WC 21627
WC 21553	WC 21578	WC 21603	WC 21628
WC 21554	WC 21579	WC 21604	WC 21629
WC 21555	WC 21580	WC 21605	WC 21630
WC 21556	WC 21581	WC 21606	WC 21631
WC 21557	WC 21582	WC 21607	WC 21632
WC 21558	WC 21583	WC 21608	WC 21633
WC 21559	WC 21584	WC 21609	WC 21634
WC 21560	WC 21585	WC 21610	WC 21635
WC 21561	WC 21586	WC 21611	WC 21636
WC 21562	WC 21587	WC 21612	WC 21637
WC 21563	WC 21588	WC 21613	WC 21638
WC 21564	WC 21589	WC 21614	WC 21639
WC 21565	WC 21590	WC 21615	WC 21640
WC 21566	WC 21591	WC 21616	WC 21641
WC 21567	WC 21592	WC 21617	WC 21642
WC 21568	WC 21593	WC 21618	WC 21643
WC 21569	WC 21594	WC 21619	WC 21644
WC 21570	WC 21595	WC 21620	WC 21645
WC 21571	WC 21596	WC 21621	WC 21646
WC 21572	WC 21597	WC 21622	WC 21647
WC 21573	WC 21598	WC 21623	WC 21648
WC 21574	WC 21599	WC 21624	WC 21649