RECORDATION NO. 24380-J FILED

JUN 17 '05 2-46 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 17, 2005

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 Assignment of Schedule No. 1 to Master Lease Agreement, dated as of June 16, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 1 to Master Equipment Lease Agreement previously filed with the Board under Recordation Number 24380.

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

Assignor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, Ohio 44131

Assignee: Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, New Jersey 08830

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

196 boxcars within the series IC 767500 - IC 767696 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Assignment of Schedule No. 1 to Master Lease Agreement.

Also enclosed is a check in the amount of $33.00 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 1 TO MASTER LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 1 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 16, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and SIEMENS FINANCIAL CORPORATION, INC., a Delaware corporation (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of June 7, 2005 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 1, dated as of March 31, 2003 (the "Lease") and issued pursuant to the Master Equipment Lease Agreement dated March 15, 2003 between Assignor, as lessor, and Illinois Central Railroad Company, as lessee ("Lessee").

B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.

C. A Memorandum of Schedule 1 to Master Equipment Lease Agreement dated as of March 31, 2003, was recorded with the Surface Transportation Board on March 28, 2003 under recordation number 24380.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION

By: [signature]
Name:
Title: Dennis J. Diemer
Vice President

SIEMENS FINANCIAL SERVICES, INC.

By: S. Rabuazzo
Name: S. RABUAZZO
Title: VICE PRESIDENT

STATE OF OHIO)

COUNTY OF CUYAHOGA) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, a Vice President of ICX Corporation, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio, this 16th day of June, 2005.

Debra A. Grim

Notary Public

My commission expires:

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

STATE OF NEW JERSEY)

COUNTY OF MIDDLESEX) SS:

Before me, a Notary Public, in and for said county and state, personally appeared S. Rabuazzo, the Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Iselin, New Jersey this 16th day of June, 2005.

Notary Public
My commission expires: 9/13/2005

MELISSA J BROWN
Notary Public
State of New Jersey
My Commission Expires Sep 13, 2005

IC	767500	IC	767548	IC	767601	IC	767654
IC	767501	IC	767549	IC	767602	IC	767655
IC	767502	IC	767550	IC	767603	IC	767656
IC	767503	IC	767551	IC	767604	IC	767657
IC	767504	IC	767552	IC	767605	IC	767658
IC	767505	IC	767553	IC	767606	IC	767659
IC	767506	IC	767554	IC	767607	IC	767660
IC	767507	IC	767555	IC	767608	IC	767661
IC	767509	IC	767556	IC	767609	IC	767662
IC	767510	IC	767557	IC	767610	IC	767663
IC	767511	IC	767558	IC	767611	IC	767664
IC	767512	IC	767559	IC	767612	IC	767665
IC	767513	IC	767560	IC	767613	IC	767666
IC	767514	IC	767561	IC	767614	IC	767667
IC	767515	IC	767562	IC	767615	IC	767668
IC	767516	IC	767563	IC	767616	IC	767669
IC	767517	IC	767564	IC	767617	IC	767670
IC	767518	IC	767565	IC	767618	IC	767671
IC	767519	IC	767566	IC	767619	IC	767672
IC	767520	IC	767567	IC	767620	IC	767673
IC	767521	IC	767568	IC	767621	IC	767674
IC	767522	IC	767569	IC	767622	IC	767675
IC	767523	IC	767570	IC	767623	IC	767676
IC	767524	IC	767571	IC	767624	IC	767677
IC	767525	IC	767572	IC	767625	IC	767678
IC	767526	IC	767573	IC	767626	IC	767679
IC	767527	IC	767574	IC	767627	IC	767680
IC	767528	IC	767575	IC	767628	IC	767681
IC	767529	IC	767576	IC	767629	IC	767682
IC	767530	IC	767577	IC	767630	IC	767683
IC	767531	IC	767578	IC	767631	IC	767684
IC	767532	IC	767579	IC	767632	IC	767685
IC	767533	IC	767580	IC	767633	IC	767686
IC	767534	IC	767581	IC	767634	IC	767687
IC	767535	IC	767582	IC	767635	IC	767688
IC	767536	IC	767583	IC	767636	IC	767689
IC	767537	IC	767584	IC	767637	IC	767690
IC	767538	IC	767585	IC	767638	IC	767691
IC	767539	IC	767586	IC	767639	IC	767692
IC	767540	IC	767587	IC	767640	IC	767693
IC	767541	IC	767588	IC	767641	IC	767694
IC	767542	IC	767589	IC	767642	IC	767695
IC	767543	IC	767590	IC	767643	IC	767696
IC	767544	IC	767591	IC	767644		
IC	767545	IC	767592	IC	767645		
IC	767546	IC	767593	IC	767646		
IC	767547	IC	767594	IC	767647		
		IC	767595	IC	767648		
		IC	767596	IC	767649		
		IC	767597	IC	764650		
		IC	767598	IC	767651		
		IC	767599	IC	767652		
		IC	767600	IC	767653		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/17/05

Robert W. Alvord