RECORDATION NO. 23008-M FILED

JUN 23 '05 11-14 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

June 22, 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 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement, and documents associated therewith, filed with the Board under Recordation Number 23008.

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

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

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

340 boxcars within the series WC 24000 – WC 24349

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

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

RECORDATION NO. 23008-M FILED

JUN 23 '05 11-14 AM

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 22, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of March 28, 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 June 30, 2000 (the "Lease") and issued pursuant to the Master Lease Agreement dated June 30, 2000 between Assignor, as successor to Allfirst Bank, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").

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

C. A Memorandum of Lease Agreement dated June 30, 2000, was recorded with the Surface Transportation Board on July 18, 2000 under recordation number 23008.

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

ICX CORPORATION

By: Dennis J. Diemer
Name:
Title: Dennis J. Diemer
Vice President

THE FIFTH THIRD LEASING COMPANY

By: Scott D. Kilgen
Name: Scott D. Kilgen
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 22 day of June, 2005.

Debra A. Grim

Notary Public DEBRA A. GRIM

My commission expires NOTARY PUBLIC • STATE OF OHIO

My commission expires Dec. 3, 2006

STATE OF OHIO)

COUNTY OF Hamilton) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Scott D. Kiley, the VP of The Fifth Third Leasing Company, 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 Cincinnati, OH this 21 day of June, 2005.

Eleanor Ellis
Notary Public
My commission expires: 9.14.07

DESCRIPTION OF EQUIPMENT

Three hundred forty-~~six~~ (340) ~~(346)~~ 50 ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built in 1975, OT-37 Rebuild in 1990, bearing the following road marks and numbers:

WC 024000	WC 024041	WC 024081	WC 024121	WC 024163	WC 024203
WC 024001	WC 024042	WC 024082	WC 024122	WC 024164	WC 024204
WC 024002	WC 024043	WC 024083	WC 024123	WC 024165	WC 024205
WC 024003	WC 024044	WC 024084	WC 024124	WC 024166	WC 024207
WC 024004	~~WC 024045~~	WC 024085	WC 024125	WC 024167	WC 024208
WC 024005	WC 024046	WC 024086	WC 024126	WC 024168	WC 024209
WC 024006	WC 024047	WC 024087	WC 024127	WC 024169	WC 024210
WC 024007	WC 024048	WC 024088	WC 024128	WC 024170	WC 024211
WC 024008	WC 024049	WC 024089	WC 024129	WC 024171	WC 024212
WC 024009	WC 024050	WC 024090	WC 024130	WC 024172	WC 024213
WC 024010	WC 024051	WC 024091	WC 024131	WC 024173	WC 024214
WC 024011	WC 024052	WC 024092	WC 024132	WC 024174	WC 024215
WC 024012	WC 024053	WC 024093	WC 024133	WC 024175	WC 024216
WC 024013	WC 024054	WC 024094	WC 024134	WC 024176	WC 024217
WC 024014	WC 024055	WC 024095	WC 024135	WC 024177	WC 024218
WC 024015	WC 024056	WC 024096	WC 024136	WC 024178	WC 024219
WC 024016	WC 024057	WC 024097	WC 024137	WC 024179	WC 024220
WC 024017	WC 024058	WC 024098	WC 024138	WC 024180	WC 024221
WC 024018	WC 024059	WC 024099	WC 024140	WC 024181	WC 024222
WC 024019	WC 024060	WC 024100	WC 024141	WC 024182	WC 024223
WC 024020	WC 024061	WC 024101	WC 024142	WC 024183	WC 024224
WC 024021	WC 024062	WC 024102	WC 024143	WC 024184	WC 024225
WC 024022	WC 024063	WC 024103	WC 024144	WC 024185	WC 024226
WC 024023	WC 024064	WC 024104	WC 024145	WC 024186	WC 024227
WC 024024	WC 024065	WC 024105	WC 024146	WC 024187	WC 024228
WC 024025	WC 024066	WC 024106	WC 024147	WC 024188	WC 024229
WC 024026	WC 024067	WC 024107	WC 024148	WC 024189	WC 024230
WC 024027	WC 024068	WC 024108	WC 024149	WC 024190	WC 024231
WC 024028	WC 024069	WC 024109	WC 024150	WC 024191	WC 024232
WC 024029	WC 024070	WC 024110	WC 024151	WC 024192	WC 024233
WC 024030	WC 024071	WC 024111	WC 024153	WC 024193	WC 024234
WC 024031	WC 024072	WC 024112	WC 024154	WC 024194	WC 024235
WC 024032	WC 024073	~~WC 024113~~	WC 024155	WC 024195	WC 024236
WC 024033	WC 024074	WC 024114	WC 024156	~~WC 024196~~	WC 024237
WC 024034	WC 024075	WC 024115	WC 024157	WC 024197	WC 024238
WC 024035	WC 024076	WC 024116	WC 024158	WC 024198	WC 024239
WC 024036	WC 024077	WC 024117	WC 024159	WC 024199	WC 024240
WC 024037	WC 024078	WC 024118	WC 024160	WC 024200	WC 024241
WC 024038	WC 024079	WC 024119	WC 024161	WC 024201	WC 024242
WC 024039	WC 024080	WC 024120	WC 024162	WC 024202	WC 024243

WC 024244
WC 024245
WC 024246
WC 024247
WC 024248
WC 024249
WC 024250
WC 024251
WC 024252
WC 024253
WC 024254
WC 024255
WC 024256
WC 024257
WC 024258
WC 024259
WC 024260
~~WC 024261~~
WC 024262
WC 024263
WC 024264
WC 024265
WC 024266
WC 024267
WC 024268
WC 024269
WC 024270
WC 024271
WC 024272
WC 024273
WC 024274
WC 024275
WC 024276
WC 024277
WC 024278
WC 024279
WC 024280
WC 024281
WC 024282
WC 024283
WC 024284
WC 024285
WC 024286
WC 024287
WC 024288
WC 024289
WC 024290
WC 024291
WC 024292
WC 024293
WC 024294
WC 024295
WC 024296
WC 024297
WC 024298
WC 024299
WC 024300
WC 024301
WC 024302
WC 024303
WC 024304
WC 024305
WC 024306
WC 024307
WC 024308
WC 024309
WC 024310
WC 024311
WC 024312
WC 024313
WC 024314
WC 024315
WC 024316
WC 024317
WC 024318
WC 024319
WC 024320
WC 024321
WC 024322
WC 024323
WC 024324
WC 024325
WC 024326
WC 024327
WC 024328
~~WC 024329~~
WC 024330
WC 024331
WC 024332
WC 024333
WC 024334
WC 024335
WC 024336
WC 024337
WC 024338
WC 024339
WC 024340
WC 024341
WC 024342
WC 024343
WC 024344
WC 024345
~~WC 024346~~
WC 024347
WC 024348
WC 024349

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: 6/22/05

Robert W. Alvord