

RECORDATION NO. 23294-E FILED

JUN 29 '05

4:15 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 29, 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. 001 to Master Lease Agreement, dated as of June 29, 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 previously filed with the Board under Recordation Number 23294.

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: Sovereign Bank
75 State Street
Boston, Massachusetts 02109

Mr. Vernon A. Williams
June 29, 2005
Page 2

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

100 boxcars: WC 21550 - WC 21649.

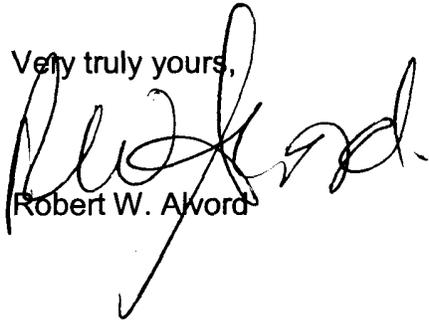
A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule No. 001 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. Alford

RWA/anm
Enclosures

JUN 29 '05

4:15 PM

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 001
TO MASTER LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 001 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 29, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and SOVEREIGN BANK, a federally chartered savings bank (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of June 29, 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. 001, dated as of December 28, 2000 (the "Lease") and issued pursuant to the Master Equipment Lease Agreement dated December 28, 2000 between Assignor, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Attachment I attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated as of December 27, 2000, was deposited with the Registrar General of Canada on December 27, 2000.

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

ICX CORPORATION

By: 

Name:

Title: Dennis J. Diemer
Vice President

SOVEREIGN BANK

By: 

Name: P. Christopher Swanton

Title: Executive Vice President

STATE OF OHIO

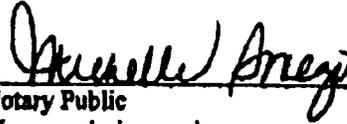
)

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 20th day of June, 2005.



Notary Public

My commission expires: _____

MICHELLE SMEGO

Notary Public, State of Ohio, Cuy. Cty.

My commission expires July 1, 2008

STATE OF Massachusetts)
COUNTY OF Suffolk) SS:

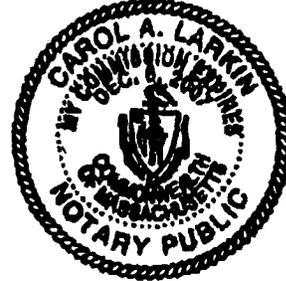
Before me, a Notary Public, in and for said county and state, personally appeared J. Christopher Swanton, the EVP of Sovereign Bank, a federally charter savings bank, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority 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 Boston MA
this 29th day of June, 2005.



Notary Public

My commission expires: 12/6/2007



DESCRIPTION OF EQUIPMENT

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

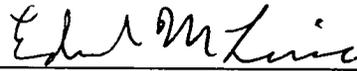
(The cost of each of the below listed Boxcars is Sixty-four Thousand Three Hundred Seventy-five and no/100 Dollars (\$64,375)).

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

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: June 29, 2005

Handwritten signature of Edward M. Luria in cursive script.

Edward M. Luria