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RECORDATION NO. 22236-A FILED

DEC 27 '05 3-09 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
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December 27, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of December 21, 2005. The primary document to which this is connected is recorded under Recordation No. 22236. We request that one copy of this document be recorded under Recordation No. 22236-A.

The names and addresses of the parties to the Memorandum of Assignment are:

Assignor:

ICX Corporation d/b/a RBS Asset Finance
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Assignee:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment consists of 30 covered hopper cars numbered CRDX 970223-970252, inclusive.

A fee of $ 33.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment between ICX Corporation d/b/a RBS Asset Finance, 3 Summit Park Drive, Suite 200, Cleveland, OH 44131, and LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, covering 30 covered hopper cars numbered CRDX 970223-970252, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

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

THIS MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE SCHEDULE NO. 001B TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of December 21, 2005 by and between ICX CORPORATION, d/b/a RBS ASSET FINANCE an Ohio corporation (the "Assignor") and LASALLE NATIONAL LEASING CORPORATION, a Delaware corporation (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Specification of Assigned Equipment Schedule (the "Specification") dated as of 12/21/05 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. 001B, dated as of July 1, 1999 (the "Lease") and issued pursuant to the Master Lease Agreement dated July 1, 1999 between Assignor, as lessor, and Chicago Freight Car Leasing Co., as lessee ("Lessee").

B. Pursuant to the Lease, Assignor has leased to Lessee thirty (30) Thrall 5150 cubic foot grain cars (1997) bearing identification number CRDX 970223 through CRDX 970252, inclusive.

C. A Memorandum of Equipment Lease Schedule No. 001B to Master Equipment Lease Agreement dated as of July 1, 1999, was recorded with the Surface Transportation Board on July 12, 1999, under recordation number 22236.

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

ICX CORPORATION, d/b/a RBS ASSET FINANCE

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

LASALLE NATIONAL LEASING CORPPORATION

By: _____
Name: CONSTANCE W. LANCASTER
Title: SENIOR VICE PRESIDENT

STATE OF OHIO)

COUNTY OF CUYAHOGA) SS:

Before me, a Notary Public, in and for said county and state, personally appeared John O'Donnell, a Vice President of ICX Corporation, d/b/a RBS Asset Finance, 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 December, 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 Maryland)

COUNTY OF Baltimore) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Constance W Lancaster, the SVP of LaSalle National Leasing Corporation, a DE 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 4:35 PM this 21st day of December, 2005.

Regina M McManus

Notary Public

My commission expires: 10/1/08

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment, dated as of December 21, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
December 27, 2005