

RECORDATION NO. 25890-A FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 6, 2006

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 Base Term Rider [003], dated October 21, 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 previously filed with the Board under Recordation Number 25890.

The names and address of the party to the enclosed document are:

Assignor: ICX Corporation
d/b/a RBS Asset Finance
Two Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: ATEL Leasing Corporation,
as Trustee of the
UPACO-002-3 Trust
600 California Street
6th Floor
San Francisco, CA 94108

Mr. Vernon A. Williams
February 6, 2006
Page Two

A description of the railroad equipment covered by the enclosed document
is:
177 boxcars within the series ARMN 725003 through ARMN 725298

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

Memorandum of Assignment of Base Term Rider [003]

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

MEMORANDUM OF ASSIGNMENT OF BASE TERM RIDER

THIS MEMORANDUM OF ASSIGNMENT OF BASE TERM RIDER NUMBER 003 (this "Assignment") is made and entered into as of OCT 21, 2005, by and between ICX Corporation ("Assignor") and Atel Leasing Corporation, not in its individual capacity, but solely as trustee of the UPAC0-002-3 Trust, a California corporation ("Assignee").

Assignor, as lessor, and Union Pacific Railroad Company, as lessee ("Lessee"), have heretofore entered into that certain Base Term Rider Number 003, pursuant to, and incorporating the terms and provisions of, that certain Master Lease Agreement dated as of June 30, 2005 between Assignor and Lessee (the "Master Lease") (the Base Term Rider and the Master Lease, to the extent incorporated in the Base Term Rider, hereinafter referred to as the "Lease") pertaining to the railcars described in the Lease (the "Railcars"). A Memorandum of Lease with respect to the Base Term Rider was filed on October 7, 2005 under Recordation Number 25890 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease and the Railcars described therein; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Base Term Rider to be executed as of the date first above written.

ASSIGNOR: ICX CORPORATION
By *Dennis J. Diemer*
Name Dennis J. Diemer
Title Vice President

ASSIGNEE: ATEL LEASING COPORATION, not in its individual capacity, but solely as trustee of the UPAC0-002-3 Trust
By *Vance H. Diemer*
Name _____
Title Vance H. Diemer, Esq.
Senior 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, the 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 October, 2005.

Debra A. Grim

Notary Public

My commission expires:

DEBRA A. GRIM

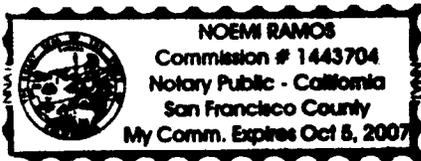
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

STATE OF California)

COUNTY OF San Francisco) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Vasco H. Morais, the Sen. Vice President of Atel Leasing Corporation, not in its individual capacity, but solely as trustee of the UPAC0-002-3 Trust, a California 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 San Francisco California this 21st day of October, 2005.



Noemi Ramos
Notary Public
My commission expires: October 5, 2007

Description of Units
Unit Numbers and Marks
to Base Term Rider No. 003

One Hundred Seventy-Seven (177) Mechanical Refrigerator Box Cars, refurbished in accordance with the Specifications in Schedule 3 to Interim Rider No. 001 and bearing the marks and road numbers listed below					
	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
1	UPFE	25003	1971	ARMN	725003
2	UPFE	25004	1971	ARMN	725004
3	UPFE	25006	1971	ARMN	725006
4	UPFE	25007	1971	ARMN	725007
5	UPFE	25008	1971	ARMN	725008
6	UPFE	25009	1971	ARMN	725009
7	UPFE	25010	1971	ARMN	725010
8	UPFE	25013	1971	ARMN	725013
9	UPFE	25014	1971	ARMN	725014
10	UPFE	25016	1971	ARMN	725016
11	UPFE	25017	1971	ARMN	725017
12	UPFE	25019	1971	ARMN	725019
13	UPFE	25020	1971	ARMN	725020
14	UPFE	25022	1971	ARMN	725022
15	UPFE	25024	1971	ARMN	725024
16	UPFE	25025	1971	ARMN	725025
17	UPFE	25026	1971	ARMN	725026
18	UPFE	25030	1971	ARMN	725030
19	UPFE	25031	1971	ARMN	725031
20	UPFE	25032	1971	ARMN	725032
21	UPFE	25036	1971	ARMN	725036
22	UPFE	25037	1971	ARMN	725037
23	UPFE	25040	1971	ARMN	725040
24	UPFE	25042	1971	ARMN	725042
25	UPFE	25043	1971	ARMN	725043
26	UPFE	25044	1971	ARMN	725044
27	UPFE	25045	1971	ARMN	725045
28	UPFE	25046	1971	ARMN	725046
29	UPFE	25048	1971	ARMN	725048
30	UPFE	25050	1971	ARMN	725050
31	UPFE	25052	1971	ARMN	725052
32	UPFE	25053	1971	ARMN	725053
33	UPFE	25054	1971	ARMN	725054
34	UPFE	25056	1971	ARMN	725056
35	UPFE	25057	1971	ARMN	725057
36	UPFE	25060	1971	ARMN	725060
37	UPFE	25061	1971	ARMN	725061
38	UPFE	25062	1971	ARMN	725062
39	UPFE	25066	1971	ARMN	725066
40	UPFE	25067	1971	ARMN	725067
41	UPFE	25068	1971	ARMN	725068
42	UPFE	25070	1971	ARMN	725070
43	UPFE	25071	1971	ARMN	725071

Description of Units
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	Previous Car Mark	Previous Car #	Year Built	Current Car Mark	Current Car #	
44	UPFE	25073	1971	ARMN	725073	
45	UPFE	25076	1971	ARMN	725076	
46	UPFE	25078	1971	ARMN	725078	
47	UPFE	25079	1971	ARMN	725079	
48	UPFE	25080	1971	ARMN	725080	
49	UPFE	25084	1971	ARMN	725084	
50	UPFE	25086	1971	ARMN	725086	
51	UPFE	25087	1971	ARMN	725087	
52	UPFE	25088	1971	ARMN	725088	
53	UPFE	25089	1971	ARMN	725089	
54	UPFE	25091	1971	ARMN	725091	
55	UPFE	25092	1971	ARMN	725092	
56	UPFE	25093	1971	ARMN	725093	
57	UPFE	25094	1971	ARMN	725094	
58	UPFE	25097	1971	ARMN	725097	
59	UPFE	25098	1971	ARMN	725098	
60	UPFE	25101	1971	ARMN	725101	
61	UPFE	25102	1971	ARMN	725102	
62	UPFE	25107	1971	ARMN	725107	
63	UPFE	25108	1971	ARMN	725108	
64	UPFE	25109	1971	ARMN	725109	
65	UPFE	25112	1971	ARMN	725112	
66	UPFE	25113	1971	ARMN	725113	
67	UPFE	25114	1971	ARMN	725114	
68	UPFE	25115	1971	ARMN	725115	
69	UPFE	25117	1971	ARMN	725117	
70	UPFE	25118	1971	ARMN	725118	
71	UPFE	25119	1971	ARMN	725119	
72	UPFE	25122	1971	ARMN	725122	
73	UPFE	25124	1971	ARMN	725124	
74	UPFE	25125	1971	ARMN	725125	
75	UPFE	25126	1971	ARMN	725126	
76	UPFE	25128	1971	ARMN	725128	
77	UPFE	25130	1971	ARMN	725130	
78	UPFE	25131	1971	ARMN	725131	
79	UPFE	25132	1971	ARMN	725132	
80	UPFE	25133	1971	ARMN	725133	
81	UPFE	25134	1971	ARMN	725134	
82	UPFE	25135	1971	ARMN	725135	
83	UPFE	25136	1971	ARMN	725136	
84	UPFE	25142	1971	ARMN	725142	
85	UPFE	25146	1971	ARMN	725146	
86	UPFE	25147	1971	ARMN	725147	
87	UPFE	25148	1971	ARMN	725148	
88	UPFE	25149	1971	ARMN	725149	
89	UPFE	25150	1971	ARMN	725150	
90	UPFE	25151	1971	ARMN	725151	
91	UPFE	25152	1971	ARMN	725152	

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	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>	
92	UPFE	25154	1971	ARMN	725154	
93	UPFE	25159	1971	ARMN	725159	
94	UPFE	25162	1971	ARMN	725162	
95	UPFE	25165	1971	ARMN	725165	
96	UPFE	25167	1971	ARMN	725167	
97	UPFE	25170	1971	ARMN	725170	
98	UPFE	25173	1971	ARMN	725173	
99	UPFE	25174	1971	ARMN	725174	
100	UPFE	25175	1971	ARMN	725175	
101	UPFE	25176	1971	ARMN	725176	
102	UPFE	25179	1971	ARMN	725179	
103	UPFE	25183	1971	ARMN	725183	
104	UPFE	25184	1971	ARMN	725184	
105	UPFE	25185	1971	ARMN	725185	
106	UPFE	25186	1971	ARMN	725186	
107	UPFE	25187	1971	ARMN	725187	
108	UPFE	25189	1971	ARMN	725189	
109	UPFE	25190	1971	ARMN	725190	
110	UPFE	25191	1971	ARMN	725191	
111	UPFE	25196	1971	ARMN	725196	
112	UPFE	25198	1971	ARMN	725198	
113	UPFE	25199	1971	ARMN	725199	
114	VCY	25201	1971	ARMN	725201	
115	VCY	25202	1971	ARMN	725202	
116	VCY	25203	1971	ARMN	725203	
117	VCY	25207	1971	ARMN	725207	
118	VCY	25208	1971	ARMN	725208	
119	VCY	25210	1971	ARMN	725210	
120	VCY	25211	1971	ARMN	725211	
121	VCY	25212	1971	ARMN	725212	
122	VCY	25213	1971	ARMN	725213	
123	VCY	25214	1971	ARMN	725214	
124	VCY	25215	1971	ARMN	725215	
125	VCY	25217	1971	ARMN	725217	
126	VCY	25218	1971	ARMN	725218	
127	VCY	25220	1971	ARMN	725220	
128	VCY	25221	1971	ARMN	725221	
129	VCY	25222	1971	ARMN	725222	
130	VCY	25223	1971	ARMN	725223	
131	VCY	25224	1971	ARMN	725224	
132	VCY	25225	1971	ARMN	725225	
133	VCY	25226	1971	ARMN	725226	
134	VCY	25227	1971	ARMN	725227	
135	VCY	25228	1971	ARMN	725228	
136	VCY	25231	1971	ARMN	725231	
137	VCY	25232	1971	ARMN	725232	
138	VCY	25233	1971	ARMN	725233	
139	VCY	25235	1971	ARMN	725235	

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	Previous Car Mark	Previous Car #	Year Built	Current Car Mark	Current Car #	
140	VCY	25236	1971	ARMN	725236	
141	VCY	25237	1971	ARMN	725237	
142	VCY	25239	1971	ARMN	725239	
143	VCY	25240	1971	ARMN	725240	
144	VCY	25241	1971	ARMN	725241	
145	VCY	25244	1971	ARMN	725244	
146	VCY	25247	1971	ARMN	725247	
147	VCY	25248	1971	ARMN	725248	
148	VCY	25250	1971	ARMN	725250	
149	VCY	25251	1971	ARMN	725251	
150	VCY	25254	1971	ARMN	725254	
151	VCY	25255	1971	ARMN	725255	
152	VCY	25256	1971	ARMN	725256	
153	VCY	25257	1971	ARMN	725257	
154	VCY	25261	1971	ARMN	725261	
155	VCY	25262	1971	ARMN	725262	
156	VCY	25263	1971	ARMN	725263	
157	VCY	25266	1971	ARMN	725266	
158	VCY	25267	1971	ARMN	725267	
159	VCY	25268	1971	ARMN	725268	
160	VCY	25271	1971	ARMN	725271	
161	VCY	25273	1971	ARMN	725273	
162	VCY	25274	1971	ARMN	725274	
163	VCY	25276	1971	ARMN	725276	
164	VCY	25277	1971	ARMN	725277	
165	VCY	25278	1971	ARMN	725278	
166	VCY	25279	1971	ARMN	725279	
167	VCY	25280	1971	ARMN	725280	
168	VCY	25281	1971	ARMN	725281	
169	VCY	25283	1971	ARMN	725283	
170	VCY	25284	1971	ARMN	725284	
171	VCY	25285	1971	ARMN	725285	
172	VCY	25287	1971	ARMN	725287	
173	VCY	25290	1971	ARMN	725290	
174	VCY	25292	1971	ARMN	725292	
175	VCY	25294	1971	ARMN	725294	
176	VCY	25297	1971	ARMN	725297	
177	VCY	25298	1971	ARMN	725298	

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: 10/24/05



Robert W. Alvord