



C O R P O R A T I O N

REVISED

May 25, 2000

Mr. Vernon Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

RECORDATION NO. 18926-B FILED

MAY 18 '00 10-31 AM
TS
SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board are three (3) counterparts of a Memorandum of Lease dated April 21, 2000 between the following parties:

Lessor: ICX Corporation (successor by assignment from MetLife Capital, Limited Partnership)
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Lessee: Union Pacific Railroad Company (successor by merger with Chicago and North Western Railway Company)
1416 Dodge Street
Omaha, NE 68179

The Equipment involved in this lease includes (Recordation #18926):

One (1) bi-level auto rack marked CNWL 791018

Also enclosed is a check in the amount of \$26, payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return two stamped copies of the enclosed documents to the undersigned.

Very truly yours,

ICX Corporation

Gloria A. Mobley
Sr. Law Dept. Coordinator

cc: Dennis J. Diemer

Enclosure
ICX CORPORATION

3 Summit Park Drive

Suite 200

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

RECEIVED
MAY 29 2000
MANAGEMENT
STB

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MAY 18 '00 10:31 AM

MEMORANDUM OF LEASE **SURFACE TRANSPORTATION BOARD**

(Equipment Lease Agreement
dated as of August 1, 1994 (the "Lease"))

This Memorandum of Lease is entered into as of April 21, 2000, by and between ICX Corporation, an Ohio corporation having its principal place of business at Three Summit Park Dr., Suite 200, Cleveland, OH 44131 ("Lessor") and Union Pacific Railroad Company, a Utah corporation having a place of business at 1416 Dodge Street, Omaha, NE 68179 ("Lessee").

1. Lessor and Lessee have amended the Lease by deleting One (1) Thrall Model AB15179 fully enclosed bi-level auto rack with tie-downs bearing identification number CNWL 791018.
2. Except as otherwise set forth herein, the Lease remains in full force and effect..

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

John Diemer

ICX CORPORATION, Lessor

By Dennis J. Diemer

Name _____
Title Dennis J. Diemer
Vice President

Signed and acknowledged

John R. Bilhingsley

UNION PACIFIC RAILROAD COMPANY, Lessee

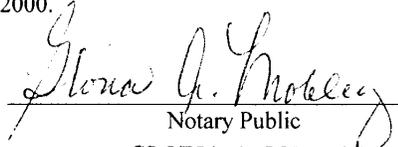
By Dave Berntsen

Name DAVE BERNTSEN
Title MGR. LEASES

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 21st day of April, 2000.


Notary Public

GLORIA A. MOBLEY
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 2, 2005

State of Nebraska)
County of Douglas) SS:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Utah corporation (the "Corporation"), by Dave Bejby, its Manager Leasee, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Omaha, Ne, this 25th day of April, 2000.

Sheryl L. Alvey

