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OF COUNSEL
URBAN A. LESTER

August 30, 2000

RECORDATION NO. 23008-B FILED

AUG 30 '00 11-06 AM

SURFACE TRANSPORTATION BOARD

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 (Schedules 1, 2, 8 and 10), dated August 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23008.

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

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

Assignee: ICX Corporation
3 Summit Park Drive
Suite 200
Cleveland, OH 44131

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

346 boxcars within the series
WC 24000 - WC 24349;

74 boxcars within the series
WC 26009 - WC 26778;

48 boxcars within the series
WC 29000 - WC 29049;

16 GP-40 locomotives within the series
WC 3000 - WC 3025;

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

Memorandum of Assignment of Schedules 1, 2, 8 and 10 to Master Lease from Allfirst Bank, Assignor, to ICX Corporation, Assignee, covering the railcars and locomotives identified above.

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23008-B FILED

AUG 30 '00 11-06 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 1, SCHEDULE NO. 2,
SCHEDULE NO. 8 AND SCHEDULE NO. 10
TO MASTER LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 1, SCHEDULE NO. 2, SCHEDULE NO. 8 AND SCHEDULE NO. 10 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of August 30, 2000 by ALLFIRST BANK, a Maryland state-chartered banking corporation (the "Assignor"), and ICX CORPORATION, an Ohio corporation (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Transfer Agreement (the "Transfer Agreement") dated as of August 30, 2000 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 Schedules Nos. 1, 2, 8, and 10, each dated June 30, 2000 (collectively, the "Lease") and each issued pursuant to the Master Lease Agreement dated June 30, 2000 between Assignor, as lessor, and Wisconsin Central Ltd. , as lessee ("Lessee").

B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars and locomotives as 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 No. 23008.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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

ALLFIRST BANK

By: _____ (SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

By: _____ (SEAL)
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 28th day of August, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

_____
Notary Public

My Commission Expires: 4/1/02

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

ALLFIRST BANK

By:_____(SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

By:_____(SEAL)
John M. O'Donnell
Vice President, Portfolio Acquisitions

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ___day of August, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

_____
Notary Public

My Commission Expires:

608028-2

STATE OF OHIO, COUNTY OF Stark, TO WIT:

On this 29th day of August, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John M. O'Donnell to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Rene S. Tatka
Notary Public

My Commission Expires:

Rene S. Tatka, Notary Public
State of Ohio - Stark County
My Commission Expires June 30, 2002

608028-2

EXHIBIT A

DESCRIPTION OF RAILCARS

Schedule No. 1: Three hundred forty-six (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 024059	WC 024117	WC 024177	WC 024236	WC 024294
WC 024001	WC 024060	WC 024118	WC 024178	WC 024237	WC 024295
WC 024002	WC 024061	WC 024119	WC 024179	WC 024238	WC 024296
WC 024003	WC 024062	WC 024120	WC 024180	WC 024239	WC 024297
WC 024004	WC 024063	WC 024121	WC 024181	WC 024240	WC 024298
WC 024005	WC 024064	WC 024122	WC 024182	WC 024241	WC 024299
WC 024006	WC 024065	WC 024123	WC 024183	WC 024242	WC 024300
WC 024007	WC 024066	WC 024124	WC 024184	WC 024243	WC 024301
WC 024008	WC 024067	WC 024125	WC 024185	WC 024244	WC 024302
WC 024009	WC 024068	WC 024126	WC 024186	WC 024245	WC 024303
WC 024010	WC 024069	WC 024127	WC 024187	WC 024246	WC 024304
WC 024011	WC 024070	WC 024128	WC 024188	WC 024247	WC 024305
WC 024012	WC 024071	WC 024129	WC 024189	WC 024248	WC 024306
WC 024013	WC 024072	WC 024130	WC 024190	WC 024249	WC 024307
WC 024014	WC 024073	WC 024131	WC 024191	WC 024250	WC 024308
WC 024015	WC 024074	WC 024132	WC 024192	WC 024251	WC 024309
WC 024016	WC 024075	WC 024133	WC 024193	WC 024252	WC 024310
WC 024017	WC 024076	WC 024134	WC 024194	WC 024253	WC 024311
WC 024018	WC 024077	WC 024135	WC 024195	WC 024254	WC 024312
WC 024019	WC 024078	WC 024136	WC 024196	WC 024255	WC 024313
WC 024020	WC 024079	WC 024137	WC 024197	WC 024256	WC 024314
WC 024021	WC 024080	WC 024138	WC 024198	WC 024257	WC 024315
WC 024022	WC 024081	WC 024140	WC 024199	WC 024258	WC 024316
WC 024023	WC 024082	WC 024141	WC 024200	WC 024259	WC 024317
WC 024024	WC 024083	WC 024142	WC 024201	WC 024260	WC 024318
WC 024025	WC 024084	WC 024143	WC 024202	WC 024261	WC 024319
WC 024026	WC 024085	WC 024144	WC 024203	WC 024262	WC 024320
WC 024027	WC 024086	WC 024145	WC 024204	WC 024263	WC 024321
WC 024028	WC 024087	WC 024146	WC 024205	WC 024264	WC 024322
WC 024029	WC 024088	WC 024147	WC 024207	WC 024265	WC 024323
WC 024030	WC 024089	WC 024148	WC 024208	WC 024266	WC 024324
WC 024031	WC 024090	WC 024149	WC 024209	WC 024267	WC 024325
WC 024032	WC 024091	WC 024150	WC 024210	WC 024268	WC 024326
WC 024033	WC 024092	WC 024151	WC 024211	WC 024269	WC 024327
WC 024034	WC 024093	WC 024153	WC 024212	WC 024270	WC 024328
WC 024035	WC 024094	WC 024154	WC 024213	WC 024271	WC 024329
WC 024036	WC 024095	WC 024155	WC 024214	WC 024272	WC 024330
WC 024037	WC 024096	WC 024156	WC 024215	WC 024273	WC 024331
WC 024038	WC 024097	WC 024157	WC 024216	WC 024274	WC 024332
WC 024039	WC 024098	WC 024158	WC 024217	WC 024275	WC 024333
WC 024041	WC 024099	WC 024159	WC 024218	WC 024276	WC 024334
WC 024042	WC 024100	WC 024160	WC 024219	WC 024277	WC 024335
WC 024043	WC 024101	WC 024161	WC 024220	WC 024278	WC 024336
WC 024044	WC 024102	WC 024162	WC 024221	WC 024279	WC 024337
WC 024045	WC 024103	WC 024163	WC 024222	WC 024280	WC 024338
WC 024046	WC 024104	WC 024164	WC 024223	WC 024281	WC 024339
WC 024047	WC 024105	WC 024165	WC 024224	WC 024282	WC 024340
WC 024048	WC 024106	WC 024166	WC 024225	WC 024283	WC 024341
WC 024049	WC 024107	WC 024167	WC 024226	WC 024284	WC 024342
WC 024050	WC 024108	WC 024168	WC 024227	WC 024285	WC 024343
WC 024051	WC 024109	WC 024169	WC 024228	WC 024286	WC 024344
WC 024052	WC 024110	WC 024170	WC 024229	WC 024287	WC 024345
WC 024053	WC 024111	WC 024171	WC 024230	WC 024288	WC 024346
WC 024054	WC 024112	WC 024172	WC 024231	WC 024289	WC 024347
WC 024055	WC 024113	WC 024173	WC 024232	WC 024290	WC 024348
WC 024056	WC 024114	WC 024174	WC 024233	WC 024291	WC 024349
WC 024057	WC 024115	WC 024175	WC 024234	WC 024292	
WC 024058	WC 024116	WC 024176	WC 024235	WC 024293	

Schedule No. 2: Seventy-four (74) 50ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built 1965(7), 1966(24), 1967(29) and 1968(14), rebuilt to rule 88 standards in 1990 bearing the following road marks and numbers:

WC 026009	WC 026119	WC 026203	WC 026410
WC 026012	WC 026124	WC 026205	WC 026412
WC 026013	WC 026134	WC 026211	WC 026746
WC 026015	WC 026135	WC 026212	WC 026770
WC 026019	WC 026136	WC 026217	WC 026771
WC 026020	WC 026139	WC 026223	WC 026772
WC 026021	WC 026144	WC 026225	WC 026773
WC 026033	WC 026146	WC 026230	WC 026774
WC 026034	WC 026149	WC 026231	WC 026775
WC 026036	WC 026154	WC 026237	WC 026777
WC 026044	WC 026161	WC 026307	WC 026778
WC 026047	WC 026165	WC 026309	
WC 026053	WC 026167	WC 026331	
WC 026076	WC 026169	WC 026349	
WC 026080	WC 026176	WC 026363	
WC 026093	WC 026177	WC 026364	
WC 026094	WC 026178	WC 026376	
WC 026101	WC 026179	WC 026397	
WC 026102	WC 026192	WC 026400	
WC 026105	WC 026198	WC 026401	
WC 026109	WC 026200	WC 026405	

Schedule No. 8: Forty-eight (48) 50 ft., 70-ton boxcars, Plate F, with cushioned underframes, originally built in 1967, rebuilt to Rule 88 standards in 1990 bearing the following road marks and numbers:

WC 029000
WC 029001
WC 029002
WC 029003
WC 029004
WC 029005
WC 029006
WC 029007
WC 029008
WC 029009
WC 029010
WC 029011
WC 029012
WC 029013
WC 029014
WC 029015
WC 029016
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WC 029030
WC 029031
WC 029032
WC 029033
WC 029034
WC 029035
WC 029036
WC 029038
WC 029039
WC 029040
WC 029041
WC 029042
WC 029043
WC 029044
WC 029045
WC 029046
WC 029047
WC 029048
WC 029049

Schedule No. 10: Sixteen (16) EMD GP-40 locomotives, 3000 horsepower, originally built in 1970(8) and 1971(8), bearing the following road marks and numbers: WC3000, WC3002 through and including WC3007, WC3009, WC3011, WC3012, WC3014, WC3017, WC3022 through and including WC3025.