

RECORDATION NO. 17946-F FILED

OCT 20 '00 2-14 PM

TS

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 20, 2000

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 three (3) copies of a Memorandum of Lease, dated as of September 18, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Commission under Recordation Number 17946.

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

Lessor: ICX Corporation
(as ultimate successor to
Greenbrier Railcar, Inc.)
3 Summit Park Drive
Suite 200
Cleveland, OH 44131

Lessee: Union Pacific Corporation
(As ultimate successor to
Southern Railroad Transportation
Company and St. Louis Southwestern
Railway Company)
1416 Dodge Street
Omaha, NE 68179

Mr. Vernon Williams
October 20, 2000
Page Two

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

One (1) railcar VCY 25105

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

Memorandum of Lease between ICX Corporation, Lessor, and Union Pacific Railroad Company, Lessee, deleting railcar VCY 25105 from the Lease as originally filed.

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.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

OCT 20 '00 2-14 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Equipment Schedule No. 1 Made as of February 1, 1992 to that Certain Lease Agreement dated as of February 1, 1992 (the "Lease"))

This Memorandum of Lease is entered into as of September 18, 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 Delaware 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) Mechanical Refrigerator Car bearing identification number VCY 25105.

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:

Theraine Johnson
Michelle Phillips

ICX CORPORATION, Lessor

By Dennis J. Diemer

Name **Dennis J. Diemer**

Title **Vice President**

Title _____

Signed and acknowledged

Janice Moeller
John R. Billmeyer

UNION PACIFIC RAILROAD COMPANY, Lessee

By Dave Beighley

Name **DAVE BEIGHLEY**

Title **Sr. MGR. PURCHASING**

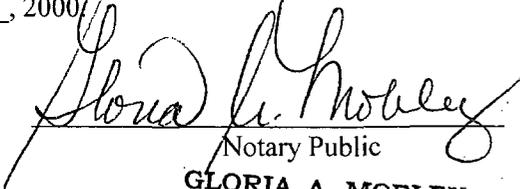
Title _____



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 26th day of September, 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 Delaware corporation (the "Corporation"), by Dave Beagle, its Sr. Mgr. Purchasing 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 28th day of September, 2000.

Sheryl L. Alvey

