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NOV 22 '00 9-29 AM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 22, 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 two (2) copies of a Memorandum of Assignment of Schedule No. 1 to Master Railcar Lease Agreement, dated as of November ~~22~~, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 1 to Master Railcar Lease Agreement which was previously filed with the Board under Recordation Number 23108.

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

Assignor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Assignee:	ICX Corporation 3 Summit Park Drive, Suite 200 Cleveland, Ohio 44131

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

Thirty-two (32) flatcars with tri-level autoracks: CNA 704676 – CNA 704707 inclusive.

Mr. Vernon A. Williams
November 22, 2000
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A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule No. 1 to Master Railcar Lease Agreement between Allfirst Bank, Assignor, and ICX Corporation, Assignee, covering thirty-two (32) flatcars with tri-level autoracks: CNA 704676 – CNA 704707 inclusive.

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/bjg
Enclosures

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 1
TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 1 TO MASTER RAILCAR LEASE AGREEMENT (this "Memorandum") is made as of November ~~22~~, 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 November ~~22~~, 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 Schedule No. 1 dated as of February 1, 2000 (the "Lease") and issued pursuant to the Master Railcar Lease Agreement dated as of February 1, 2000 between Assignor, as lessor, and Grand Trunk Western Railroad Incorporated, as lessee ("Lessee").

B. Pursuant to the Lease, Assignor has leased to Lessee certain flatcars with tri-level autoracks as described on Exhibit A attached hereto and made a part hereof.

C. A Memorandum of Schedule No. 1 to Master Railcar Lease Agreement dated as of February 1, 2000, was recorded with the Surface Transportation Board on September 25, 2000, under Recordation No. 23108.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

RECORDATION NO. 23108-B FILED
NOV 22 '00 9-29 AM
SURFACE TRANSPORTATION BOARD

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

ALLFIRST BANK

By: *P. L. Gettings* (SEAL)
Paul L. Gettings
Vice President

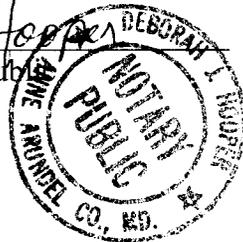
ICX CORPORATION

By: _____ (SEAL)
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 17th day of November, 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.

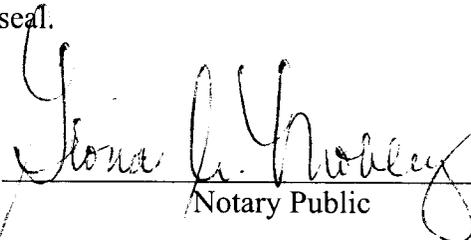
Deborah J. Hopper
Notary Public


My Commission Expires: 7/27/02

STATE OF OHIO, COUNTY OF CUYAHOGA, TO WIT:

On this 17th day of November, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John 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.



Notary Public

My Commission Expires:

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

EXHIBIT A

DESCRIPTION OF RAILCARS

Thirty two (32) 89-foot, 70-ton flat cars with tri-level autoracks built in 1976 by Thrall Car Manufacturing Company bearing reporting marks and numbers:

CNA	704676
CNA	704677
CNA	704678
CNA	704679
CNA	704680
CNA	704681
CNA	704682
CNA	704683
CNA	704684
CNA	704685
CNA	704686
CNA	704687
CNA	704688
CNA	704689
CNA	704690
CNA	704691
CNA	704692
CNA	704693
CNA	704694
CNA	704695
CNA	704696
CNA	704697
CNA	704698
CNA	704699
CNA	704700
CNA	704701
CNA	704702
CNA	704703
CNA	704704
CNA	704705
CNA	704706
CNA	704707