

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)

RECORDATION NO. 22936-A FILED

SEP 25 '01 3-27 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

September 24, 2001

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 Lease, dated as of September 24, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease as to Equipment Schedule No. 003 which was previously filed with the Board under Recordation Number 22936.

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

Assignor: ICX Corporation
2 Summit Park Drive, Suite 300
Cleveland, Ohio 44131

Assignee: PNC Leasing, LLC
Two PNC Plaza, 13th Floor
Pittsburgh, Pennsylvania 15222

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

One hundred and thirty (130) coal cars: OGSX 2261 – OGSX 2390 inclusive.

22936-A

Mr. Vernon A. Williams
September 24, 2001
Page 2

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$28.00 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

RECORDATION NO. 22936-A FILE

MEMORANDUM OF ASSIGNMENT OF LEASE SEP 25 '01 3-27 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Of Lease (this "Memorandum") is made as of this ___ day of September, 2001, by ICX Corporation, an Ohio corporation (the "Assignor"), and PNC Leasing, LLC, a Delaware limited liability Company (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Specification of Assigned Equipment Schedule dated as of September 24, 2001 (the "Specification") to a Master Assignment Agreement dated as September 24, 2001, pursuant to which and under the terms and conditions set forth therein, 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 Equipment Schedule No. 003, issued pursuant to the Master Rail Lease Agreement dated as of April 10, 2000 (collectively, the "Lease") between Assignor, as lessor, and IES Utilities Inc., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee 4,480 cu.ft. Aluminum Bethgon Coalporter Coal Cars built by Johnstown America Corporation, (130 in number, bearing Identification Numbers OGSX 2261 through 2390).
- C. A Memorandum of Lease as to Equipment Schedule No. 003 was recorded with the Surface Transportation Board on May 30, 2000, under Recordation No. 22936.
- D. This Memorandum may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same Memorandum.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ICX CORPORATION
 By: 
 Name: JAMES T. LOVINS
SENIOR VICE PRESIDENT
AND TREASURER
 Title: _____

PNC LEASING, LLC
 By: _____
 Name: _____
 Title: _____

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment Of Lease (this "Memorandum") is made as of this ____ day of September, 2001, by ICX Corporation, an Ohio corporation (the "Assignor"), and PNC Leasing, LLC, a Delaware limited liability Company (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Specification of Assigned Equipment Schedule dated as of September 24, 2001 (the "Specification") to a Master Assignment Agreement dated as September 24, 2001, pursuant to which and under the terms and conditions set forth therein, 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 Equipment Schedule No. 003, issued pursuant to the Master Rail Lease Agreement dated as of April 10, 2000 (collectively, the "Lease") between Assignor, as lessor, and IES Utilities Inc., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee 4,480 cu.ft. Aluminum Bethgon Coalporter Coal Cars built by Johnstown America Corporation, (130 in number, bearing Identification Numbers OGSX 2261 through 2390).
- C. A Memorandum of Lease as to Equipment Schedule No. 003 was recorded with the Surface Transportation Board on May 30, 2000, under Recordation No. 22936.
- D. This Memorandum may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same Memorandum.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ICX CORPORATION

By: _____

Name: _____

Title: _____

PNC LEASING, LLC

By: 

Name: _____

Title: Michael J. Woodring
Vice President

STATE OF OHIO)
) SS:
COUNTY OF Stark)

On this ____ day of September 2001, before me personally appeared James T. Lovins, to me personally known, who being by me duly sworn, says that he is the Sr. Vice President of ICX Corporation (the "Company"), and that the foregoing instrument was executed on behalf of the Company by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rene S. Tatka
Notary Public

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

My commission expires June 30, 2002.