

October 3, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 17946-G FILED

MAR 19 2002 2-25 PM

75  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease, dated as of September 17, 2001, 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.

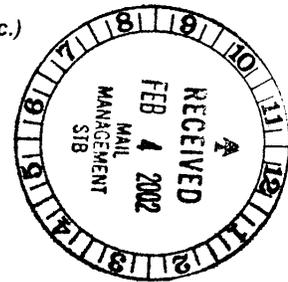
The name and address of the parties to the enclosed document are:

Lessor:

ICX Corporation  
(as ultimate successor to Greenbrier Railcar, Inc.)  
2 Summit Park Drive  
Suite #300  
Cleveland, Ohio 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



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, changing the car markings from VCY 25000-25199 to UPFE 25000-25199.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Sincerely,  
ICX CORPORATION

  
Barbara Brown  
Senior Law Department Administrator  
Enclosure

ICX CORPORATION

2 Summit Park Drive

Suite 300

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

**MEMORANDUM OF LEASE**

(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 17, 2001, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, 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 changing the road numbers from VCY 25000-25199 to UPFE 25000-25199.
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.

ICX CORPORATION, Lessor

By: *Dennis J. Diemer*

Name: Dennis J. Diemer

Title: Vice President

UNION PACIFIC RAILROAD COMPANY, Lessee

By: *David L. Beighley*

Name: David L. Beighley  
Sr Mgr Purch-Leases

Title: \_\_\_\_\_

RECORDATION NO. 17946-G FILED

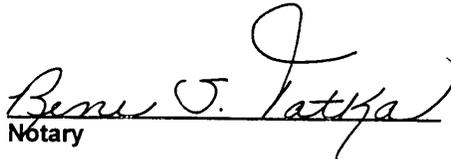
MAR 19 '02 2-25 PM

SURFACE TRANSPORTATION BOARD

State of Ohio \_\_\_\_\_ )  
County of Stark ) ss)

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 24<sup>th</sup> day of September, 2001.

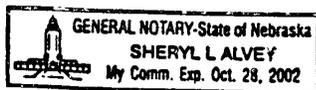
  
Notary

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

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 David L. Beighley, its Asst. Mgr. Purch. - Asset 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 28<sup>th</sup> day of September 2001.



Sheryl L. Alvey  
Notary