BALL JANIK LLP

ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005
www.balljanik.com
TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

RECORDATION NO. 24473-C FILED
AUG 06 '04 3-18 PM
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@dc.bjllp.com

August 6, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Purchase and Assignment Agreement, a secondary document, dated as of July 30, 2004. The primary document to which this is connected is recorded under Recordation No. 24473. We request that one copy of this document be recorded under Recordation No. 24473-C.

The names and addresses of the parties to the Memorandum of Purchase and Assignment Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Assignee:

ICX Corporation
2 Summit Park Drive, Suite 300
Cleveland OH 44131

A description of the equipment covered by the Memorandum of Purchase and Assignment Agreement consists of 225 Bi-Level Autoracks numbered CPR 2476-2700, inclusive.

A fee of $ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Purchase and Assignment Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and ICX Corporation, 2 Summit Park Drive, Suite 300, Cleveland OH 44131, covering 225 Bi-Level Autoracks numbered CPR 2476-2700, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

RECORDATION NO. 24473-C FILED

AUG 0 6 '04 3-18 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PURCHASE AND ASSIGNMENT AGREEMENT

dated as of July 30, 2004

between

LASALLE NATIONAL LEASING CORPORATION
as Assignor,

and

ICX CORPORATION
as Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. SECTION 11301
on _____ ___, 2004 at __:__ _.m

This Memorandum of Purchase and Assignment Agreement is made and entered into as of July 30, 2004, by and between LaSalle National Leasing Corporation ("Assignor") and ICX Corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Soo Line Railroad Company ("Lessee") the assets described in Exhibit 1 hereto, pursuant to that certain Railcar Master Lease Agreement dated as of May 30, 2003 and Schedule No. B-1 dated July 29, 2004 (collectively, the "Lease").

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor those certain assets described in Exhibit 1 hereto.

3. This Memorandum of Purchase and Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LASALLE NATIONAL LEASING CORPORATION

By: _____
Name: JAMES A. VLK
Title: FIRST VICE PRESIDENT

ICX CORPORATION

By: _____
Name: _____
Title: Dennis J. Diemer
Vice President

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 29th day of July, 2004, before me personally appeared James Vik, to me personally known, who being by me duly sworn, says that s/he is the First Vice President of LaSalle National Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

NOTARY PUBLIC

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

My commission expires: 10/1/04

STATE OF)
) ss.
COUNTY OF Cuyahoga)

On this 30th day of July, 2004, before me personally appeared Dennis J. Brenner, to me personally known, who being by me duly sworn, says that s/he is the Vice President of ICX CORPORATION, and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was his or her free act and deed.

NOTARY PUBLIC

My commission expires: _____

MICHELLE SMEGO
Notary Public, State of Ohio, Cuy. Cty.
My commission expires July 1, 2008

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING NUMBERS

225 Bi-Level Auto Racks

Car Numbers (TTGX)	Rack Numbers	Car Numbers (TTGX)	Rack Numbers	Car Numbers (TTGX)	Rack Numbers	Car Numbers (TTGX)	Rack Numbers	Car Numbers (TTGX)	Rack Numbers
989085	CPR 2476	988866	CPR 2521	988796	CPR 2566	851457	CPR 2611	700402	CPR 2656
997341	CPR 2477	988825	CPR 2522	988805	CPR 2567	853225	CPR 2612	820695	CPR 2657
997344	CPR 2478	988874	CPR 2523	997353	CPR 2568	851131	CPR 2613	853887	CPR 2658
988836	CPR 2479	988844	CPR 2524	988840	CPR 2569	853203	CPR 2614	853789	CPR 2659
988809	CPR 2480	988833	CPR 2525	988853	CPR 2570	853826	CPR 2615	853642	CPR 2660
986920	CPR 2481	988782	CPR 2526	988826	CPR 2571	850079	CPR 2616	850666	CPR 2661
988845	CPR 2482	988854	CPR 2527	988791	CPR 2572	853647	CPR 2617	850404	CPR 2662
988860	CPR 2483	988814	CPR 2528	988890	CPR 2573	853963	CPR 2618	853596	CPR 2663
988792	CPR 2484	988851	CPR 2529	988859	CPR 2574	854014	CPR 2619	851833	CPR 2664
989086	CPR 2485	988848	CPR 2530	988806	CPR 2575	851236	CPR 2620	853178	CPR 2665
988794	CPR 2486	988816	CPR 2531	988852	CPR 2576	852730	CPR 2621	852874	CPR 2666
988879	CPR 2487	988790	CPR 2532	988829	CPR 2577	853844	CPR 2622	852928	CPR 2667
988875	CPR 2488	988838	CPR 2533	988832	CPR 2578	853632	CPR 2623	851333	CPR 2668
988869	CPR 2489	988837	CPR 2534	988857	CPR 2579	853613	CPR 2624	852432	CPR 2669
988778	CPR 2490	988777	CPR 2535	850860	CPR 2580	850514	CPR 2625	853678	CPR 2670
988819	CPR 2491	988871	CPR 2536	852750	CPR 2581	850892	CPR 2626	851064	CPR 2671
988804	CPR 2492	988823	CPR 2537	850970	CPR 2582	851911	CPR 2627	853982	CPR 2672
988870	CPR 2493	988788	CPR 2538	850383	CPR 2583	850147	CPR 2628	851517	CPR 2673
988817	CPR 2494	988795	CPR 2539	853959	CPR 2584	851571	CPR 2629	850181	CPR 2674
988881	CPR 2495	988827	CPR 2540	853545	CPR 2585	850767	CPR 2630	850414	CPR 2675
988797	CPR 2496	988820	CPR 2541	853680	CPR 2586	853673	CPR 2631	852320	CPR 2676
988830	CPR 2497	988789	CPR 2542	851075	CPR 2587	851795	CPR 2632	852190	CPR 2677
988802	CPR 2498	988831	CPR 2543	851864	CPR 2588	853697	CPR 2633	853594	CPR 2678
988863	CPR 2499	988798	CPR 2544	851260	CPR 2589	850645	CPR 2634	853254	CPR 2679
988821	CPR 2500	988824	CPR 2545	851775	CPR 2590	851523	CPR 2635	851108	CPR 2680
988872	CPR 2501	988849	CPR 2546	853955	CPR 2591	700868	CPR 2636	853541	CPR 2681
988873	CPR 2502	988847	CPR 2547	854030	CPR 2592	851922	CPR 2637	851462	CPR 2682
988864	CPR 2503	988867	CPR 2548	850756	CPR 2593	851196	CPR 2638	852825	CPR 2683
988779	CPR 2504	988815	CPR 2549	852715	CPR 2594	850976	CPR 2639	850827	CPR 2684
988783	CPR 2505	988868	CPR 2550	853730	CPR 2595	853512	CPR 2640	853994	CPR 2685
988801	CPR 2506	988828	CPR 2551	853686	CPR 2596	700853	CPR 2641	851872	CPR 2686
988835	CPR 2507	988812	CPR 2552	853557	CPR 2597	851374	CPR 2642	851407	CPR 2687
988780	CPR 2508	988822	CPR 2553	853570	CPR 2598	853384	CPR 2643	700410	CPR 2688
988858	CPR 2509	988878	CPR 2554	850418	CPR 2599	852770	CPR 2644	700429	CPR 2689
988841	CPR 2510	997345	CPR 2555	853855	CPR 2600	853481	CPR 2645	701071	CPR 2690
988856	CPR 2511	997346	CPR 2556	853964	CPR 2601	851909	CPR 2646	853645	CPR 2691
988865	CPR 2512	988846	CPR 2557	853693	CPR 2602	853749	CPR 2647	850854	CPR 2692
988855	CPR 2513	988888	CPR 2558	851770	CPR 2603	820834	CPR 2648	852155	CPR 2693
988880	CPR 2514	988887	CPR 2559	853951	CPR 2604	852907	CPR 2649	852861	CPR 2694
988843	CPR 2515	997197	CPR 2560	850429	CPR 2605	853241	CPR 2650	700028	CPR 2695
988850	CPR 2516	988877	CPR 2561	850660	CPR 2606	853685	CPR 2651	701004	CPR 2696
988861	CPR 2517	988781	CPR 2562	853604	CPR 2607	853198	CPR 2652	853535	CPR 2697
988862	CPR 2518	988818	CPR 2563	851197	CPR 2608	853304	CPR 2653	853636	CPR 2698
988839	CPR 2519	988813	CPR 2564	853155	CPR 2609	854017	CPR 2654	701118	CPR 2699
988834	CPR 2520	988886	CPR 2565	853758	CPR 2610	853577	CPR 2655	700540	CPR 2700