

RECORDATION NO. 25232-A FILED

OCT 04 '04 10-22 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

September 30, 2004

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 Agreement, dated as of September 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number _____.

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

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

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

Mr. Vernon A. Williams
September 30, 2004
Page 2

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

50 boxcars within the series BAEX 000629 – BAEX 000721 as more
particularly set forth in the Exhibit attached to the document.

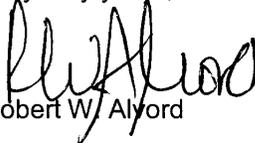
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 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. Alyord


RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 30, 2004, by and between The Andersons, Inc. ("Assignor") and ICX Corporation. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Apex, LLC, as Lessee, have heretofore entered into that certain Master Lease Agreement and Rider #R00318, both dated April 5, 2004 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

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[Signature Pages To Follow]

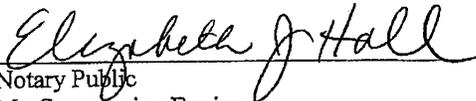
ASSIGNOR: THE ANDERSONS, INC.

By: 
Richard R. George
Title: Vice President, Corporate Controller/CIO

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Richard R. George, the Vice President, Corporate Controller/CIO of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 30th day of September, 2004.


Notary Public
My Commission Expires: _____

ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date
Section 147.03 O.R.C.

EXHIBIT A

50-1967 50 Ft. 70 Ton Plact. C Boxcars with Cushioned Singled Sliding Doors

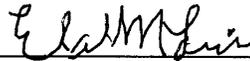
AAR MARKINGS:

BAEX000629	BAEX000630	BAEX000634	BAEX000635
BAEX000636	BAEX000639	BAEX000641	BAEX000643
BAEX000645	BAEX000646	BAEX000651	BAEX000652
BAEX000653	BAEX000654	BAEX000655	BAEX000656
BAEX000659	BAEX000660	BAEX000661	BAEX000662
BAEX000663	BAEX000664	BAEX000666	BAEX000668
BAEX000669	BAEX000670	BAEX000672	BAEX000673
BAEX000675	BAEX000678	BAEX000679	BAEX000682
BAEX000684	BAEX000686	BAEX000688	BAEX000689
BAEX000698	BAEX000699	BAEX000701	BAEX000703
BAEX000704	BAEX000705	BAEX000706	BAEX000707
BAEX000708	BAEX000712	BAEX000714	BAEX000715
BAEX000717	BAEX000721		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2004



Edward M. Luria