

RECORDATION NO. 23008-K FILED

JUN 17 '05 2-05 PM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

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

June 17, 2005

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. 2 to Master Lease Agreement, dated as of June 16, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 23008.

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: Siemens Financial Services, Inc.  
170 Wood Avenue South  
Iselin, New Jersey 08830

Mr. Vernon A. Williams  
June 17, 2005  
Page 2

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

72 boxcars within the series WC 026009 - WC 026778 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Assignment of Schedule No. 2 to Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT  
OF SCHEDULE NO. 2  
TO MASTER LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 2 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 16, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and SIEMENS FINANCIAL CORPORATION, INC., a Delaware corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of June 7, 2005 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. 2, dated June 30, 2000 (the "Lease") and issued pursuant to the Master Lease Agreement dated June 30, 2000 between Assignor, as successor to Allfirst Bank, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated June 30, 2000, was recorded with the Surface Transportation Board on July 18, 2000 under recordation number 23008.

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

ICX CORPORATION

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

SIEMENS FINANCIAL SERVICES, INC.

By: *S. Pabruzzo*  
Name: **S. PABRUZZO**  
Title: **VICE PRESIDENT**

STATE OF OHIO

)

COUNTY OF CUYAHOGA

) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, a Vice President of ICX Corporation, 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 said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio, this 16th day of June, 2005.



Notary Public

DEERA A. GRIM

My commission expires: PUBLIC • STATE OF OHIO

My commission expires Dec. 3, 2008

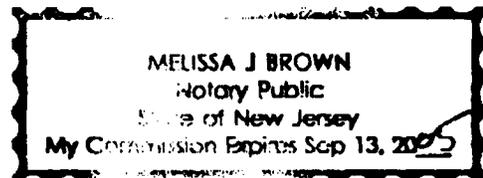
STATE OF NEW JERSEY )

COUNTY OF MIDDLESEX ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared S. Rabuazzo, the Vice President of Siemens Financial Services, Inc., a Delaware 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 said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Iselin, New Jersey this 16<sup>th</sup> day of June, 2005.

  
\_\_\_\_\_  
Notary Public  
My commission expires: 9/23/2005



ATTACHMENT I

DESCRIPTION OF EQUIPMENT

Seventy-~~four~~<sup>two</sup> ~~(24)~~<sup>72</sup> 50ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built 1965(7), 1966(24), 1967(29) and 1968(14), rebuilt to rule 88 standards in 1990 bearing the following road marks and numbers:

WC 026009 ✓ WC 026119 ✓ WC 026203 ✓ WC 026410  
WC 026012 ✓ WC 026124 ✓ WC 026205 ✓ WC 026412  
WC 026013 ✓ WC 026134 ✓ WC 026211 ✓ WC 026746  
WC 026015 ✓ WC 026135 ✓ WC 026212 ✓ WC 026770  
WC 026019 ✓ WC 026136 ✓ WC 026217 ✓ WC 026771  
WC 026020 ✓ WC 026139 ✓ WC 026223 ✓ WC 026772  
WC 026021 ✓ WC 026144 ✓ WC 026225 ✓ WC 026773  
WC 026033 ✓ WC 026146 ✓ WC 026230 ✓ WC 026774  
WC 026034 ✓ WC 026149 ✓ WC 026231 ✓ WC 026775  
WC 026036 ✓ WC 026154 ✓ WC 026237 ✓ WC 026777  
WC 026044 ✓ WC 026161 ✓ WC 026307 ✓ WC 026778  
WC 026047 ✓ WC 026165 ✓ WC 026309  
WC 026053 ✓ ~~WC 026166~~ ✓ WC 026331  
WC 026076 ✓ WC 026169 ✓ WC 026349  
WC 026080 ✓ ~~WC 026170~~ ✓ WC 026363  
WC 026093 ✓ WC 026177 ✓ WC 026364  
WC 026094 ✓ WC 026178 ✓ WC 026376  
WC 026101 ✓ WC 026179 ✓ WC 026397  
WC 026102 ✓ WC 026192 ✓ WC 026400  
WC 026105 ✓ WC 026198 ✓ WC 026401  
WC 026109 ✓ WC 026200 ✓ WC 026405

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 6/17/05



\_\_\_\_\_  
Robert W. Alvord