

JUN 17 '05 2-38 PM

SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL
URBAN A. LESTER

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. 002 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 23294

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:

127 boxcars within the series WC 20306 - WC 20501 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. 002 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,



Robert W. Alvord

RWA/anm
Enclosures

JUN 17 '05 2-38 PM

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 002
TO MASTER LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 002 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 SERVICES, 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. 002, dated as of December 28, 2000 (the "Lease") and issued pursuant to the Master Equipment Lease Agreement dated December 28, 2000 between Assignor, 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 as of December 27, 2000, was recorded with the Surface Transportation Board on December 28, 2000 under recordation number 23294.

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

SIEMENS FINANCIAL SERVICES, INC.

By: *S. Raju*
Name: **S. RAJU**
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.

Debra A. Orim

Notary Public

My commission expires

DEBRA A. ORIM

NOTARY PUBLIC • STATE OF OHIO

My commission expires Dec. 3, 2006

STATE OF NEW JERSEY)

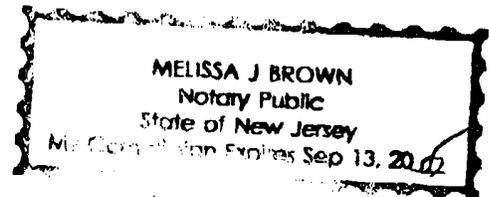
COUNTY OF MIDDLESEX) SS:

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 16th day of June, 2005.



Notary Public
My commission expires: 9/13 / 2005



DESCRIPTION OF EQUIPMENT

One hundred twenty-seven (127) 100-ton boxcars, Plate B, with end of car cushioning and 10' plug doors, originally built in 1977, bearing the following road marks and numbers:

WC 20306	WC 20387	WC 20421	WC 20451	WC 20479
WC 20307	WC 20388	WC 20422	WC 20452	WC 20480
WC 20312	WC 20389	WC 20424	WC 20453	WC 20481
WC 20314	WC 20390	WC 20425	WC 20454	WC 20482
WC 20322	WC 20391	WC 20426	WC 20455	WC 20483
WC 20328	WC 20392	WC 20428	WC 20456	WC 20484
WC 20340	WC 20393	WC 20429	WC 20457	WC 20485
WC 20346	WC 20394	WC 20430	WC 20458	WC 20486
WC 20352	WC 20396	WC 20431	WC 20459	WC 20487
WC 20353	WC 20400	WC 20432	WC 20460	WC 20488
WC 20360	WC 20401	WC 20433	WC 20461	WC 20489
WC 20369	WC 20402	WC 20434	WC 20462	WC 20490
WC 20370	WC 20403	WC 20435	WC 20463	WC 20491
WC 20372	WC 20404	WC 20436	WC 20464	WC 20492
WC 20374	WC 20406	WC 20437	WC 20466	WC 20493
WC 20375	WC 20407	WC 20438	WC 20467	WC 20494
WC 20377	WC 20408	WC 20439	WC 20468	WC 20495
WC 20378	WC 20409	WC 20440	WC 20469	WC 20496
WC 20379	WC 20410	WC 20441	WC 20470	WC 20497
WC 20380	WC 20411	WC 20443	WC 20471	WC 20498
WC 20381	WC 20413	WC 20444	WC 20473	WC 20499
WC 20382	WC 20414	WC 20445	WC 20474	WC 20500
WC 20383	WC 20416	WC 20446	WC 20475	WC 20501
WC 20384	WC 20417	WC 20447	WC 20476	
WC 20385	WC 20419	WC 20448	WC 20477	
WC 20386	WC 20420	WC 20449	WC 20478	

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