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



March 19, 2005

RECORDATION NO. 18701-67 FILED

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

OCT 21 '05

3-48 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Instrument of Partial Lease Termination, dated as of October 21, 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 Commission under Recordation Number 18701.

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

Lessor:	ICX Corporation 2 Summit Park Drive, Suite 300 Cleveland, Ohio 44131
[Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha Nebraska 68179-1580]

Mr. Vernon A. Williams

March 19, 2005

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

93 refrigerator cars within the series UPFE 25200 – UPFE 25299 (formerly with VCY reporting marks) as set forth in the schedule attached to the document.

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

Instrument of Partial Lease Termination.

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

OCT 21 '05

3-48 PM

## SURFACE TRANSPORTATION BOARD

INSTRUMENT OF PARTIAL LEASE TERMINATION (the "INSTRUMENT"), dated as of October 21, 2005, is made by ICX Corporation ("ICX"), as successor lessor.

## WITNESSETH

WHEREAS, a Memorandum of Lease Agreement as to Schedule No. 2 made pursuant to that certain Lease Agreement dated as of February 1, 1992, each by and between Greenbrier Railcar, Inc., Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, Lessee (the Schedule, as it incorporates the Lease Agreement, is referred to herein as the "Lease"), was filed with the Interstate Commerce Commission (the "Commission"), now known as the Surface Transportation Board (the "Board"), on February 16, 1994 at 10:45 a.m. under Recordation Number 18701 for One hundred (100) mechanical refrigerator cars bearing marks and numbers VCY 25200 through VCY 25299, inclusive.

WHEREAS, a Memorandum of Assignment Agreement, dated January 15, 1993, between Greenbrier Railcar, Inc., Assignor, and First Pacific Railcar Company, Assignee, was filed with the Commission on February 17, 1994 at 11:50 a.m. under Recordation Number 18701-A.

WHEREAS, a Bill of Sale, dated January 15, 1993, from Greenbrier Railcar, Inc., Seller, to First Pacific Railcar Company, Purchaser, was filed with the Commission on February 17, 1994 at 11:50 a.m. under Recordation Number 18701-B.

WHEREAS, a Memorandum of Assignment of Agreement, dated as of January 16, 1995, from First Pacific Railcar Company, Assignor, to Sequel Railcar Leasing Corporation, Assignee, was filed with the Commission on January 2, 1995 at 2:00 p.m. under Recordation Number 18701-C

WHEREAS, a Memorandum of Assignment of Agreement, dated May 1, 1996, from Sequel Railcar Leasing Corporation, Assignor, to The First National Bank of Maryland, Assignee, was filed with the Commission on May 1, 1996 at 11:45 p.m. under Recordation Number 18701-D.

WHEREAS, a Bill of Sale, dated May 1, 1996, from Sequel Railcar Leasing Corporation, Seller, to The First National Bank of Maryland, Buyer, was filed with the Commission on May 1, 1996 under Recordation Number 18701-E.

WHEREAS, a Memorandum of Assignment of Schedule No. 1, Schedule No. 2 and Schedule No. 3 to Lease Agreement, dated as of June 29, 1999, from FMB Bank (f/k/a The First National Bank of Maryland), Assignor, to ICX Corporation, Assignee, was filed with the Board on June 30, 1999 at 1:30 p.m. under Recordation Number 18701-F.

NOW, THEREFORE, in consideration of the premises:

ICX does hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect solely to those mechanical refrigerator cars bearing marks and numbers as set forth in the attached Exhibit "A", except for such obligations intended to survive the termination or expiration of the Lease.

This INSTRUMENT may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, ICX has executed or caused this INSTRUMENT to be executed as of the date first above written.

ICX CORPORATION

By:   
Its: Dennis J. Diemer  
Vice President

STATE OF OHIO                    )  
  ) ss.  
County of Cuyahoga            )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIENER its VICE PRESIDENT who acknowledged that he signed the foregoing Instrument of Partial Lease Termination 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 26<sup>th</sup> day of OCTOBER, 2005.

Debra A. Grim  
Notary Public for DEBRA A. GRIM  
My Commission expires NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

**EXHIBIT A**

100 Mechanical Refrigerator Cards bearing marks and numbers UPFE 25200 through UPFE 25299, inclusive (formerly identified as VCY 25200 thru VCY 25299, inclusive) SPECIFICALLY EXCLUDING, HOWEVER, THE FOLLOWING MARKS AND NUMBERS:

UPFE	25206
UPFE	25209
UPFE	25229
UPFE	25234
UPFE	25253
UPFE	25270
UPFE	25293

**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: 10/21/05



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Robert W. Alvord