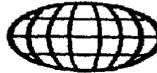


RECORDATION NO. 19075-F FILED

NOV 01 '05

8-53 AM



RESIDCO

RESIDUAL BASED FINANCE CORPORATION
Three First National Plaza Suite 2080
Chicago, Illinois 60602
tel 312.726.6086 fax 312.726.3690
www.residco.com

SURFACE TRANSPORTATION BOARD

October 27, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is an original Memorandum of Assignment of a Lease and an original Release of Assignment and Security Agreement. Also enclosed are (10) copies of each document. Both are secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Railroad Equipment Lease dated April 27, 1993, which was previously filed with the Surface Transportation Board on November 29, 1994, under Board Recordation Number 19075.

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

Assignor: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Assignee: Residual Based Finance Corporation
70 W Madison, Suite 2080
Chicago, IL 60602

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

One Hundred Three (103) Steel Rotary Gondola Cars bearing the Reporting Marks of Units of Equipment:

OFSX 84001 through OFSX 84110 excluding 84017, 84033, 84045, 84060, 84075, 84106 and 84107.

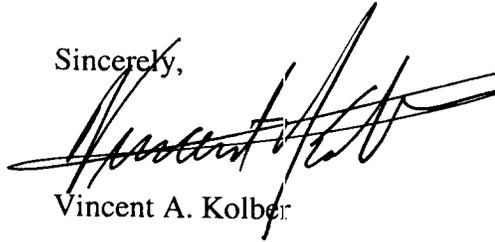
Also enclosed is a check in the amount of \$66.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

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

Memorandum of Assignment of Lease
Release of Assignment and Security Agreement

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Vincent A. Kolber", with a long horizontal flourish extending to the right.

Vincent A. Kolber

RELEASE OF ASSIGNMENT AND SECURITY AGREEMENT

The undersigned, ICX Corporation ("ICX"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to certain railroad equipment and the lease related thereto, as said equipment and lease are more fully described in Exhibit A attached hereto.

Such security interest was granted pursuant to that certain Nonrecourse Financing and Security Agreement dated as of January 1, 2004 in favor of ICX (Recordation Number 19075-C, recorded on January 8, 2004 at 10:45 a.m.).

Dated this 24th day of October, 2005

RECORDATION NO. 19075-F FILED

NOV 01 '05

8-53 AM

ICX CORPORATION

By: Dennis J. Diemer SURFACE TRANSPORTATION BOARD

Dennis J. Diemer

Title: Vice President

State of Ohio

) ss:

County of Cuyahoga

On this 24th day of October, 2005, before me, personally appeared DENNIS J. DIEMER, to me personally known, who being by me duly sworn, says that he/she is a VICE PRESIDENT of ICX Corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

Subscribed and sworn to me this 24 day of October, 2005.

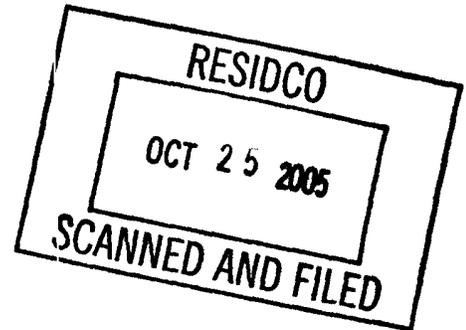


Exhibit A

Description of Railroad Equipment and Lease

Railroad Equipment

One Hundred Three (103) Steel Rotary Gondola Cars bearing the Reporting Marks of Units of Equipment:

OFSX 84001 through OFSX 84110 excluding 84017, 84033, 84045, 84060, 84075, 84106 & 84107

Lease

Lease of Railroad Equipment dated as of April 27, 1993 between Residual Based Finance Corporation and Tucson Electric Power Company, a memorandum of which was recorded with the Surface Transportation Board on November 29, 1994 under Recordation Number 19075.