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DEC 30 '05 11-4 0AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 30, 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 Equipment Lease Schedule No. 002B to Master Lease Agreement, dated as of December 28, 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 previously filed with the Board under Recordation Number 24051.

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

Assignor: ICX Corporation
d/b/a RBS Asset Finance
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: U.S. Bancorp Equipment Finance, Inc.
13010 S.W. 68th Parkway
Portland, Oregon 97223

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

120 railcars within the series CRDX 15000 - CRDX 15120 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 Equipment Lease Schedule No. 002B.

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

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

DEC 30 '05 11:40 AM
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE SCHEDULE NO. 002B TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of December 28, 2005 by and between ICX CORPORATION, d/b/a RBS ASSET FINANCE an Ohio corporation (the "Assignor") and U.S.BANCORP EQUIPMENT FINANCE, INC., an Oregon corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of December 28, 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 Equipment Lease Schedule No. 002B, dated as of August 31, 2001 (the "Lease") and issued pursuant to the Master Lease Agreement dated July 1, 1999 between Assignor, as lessor, and Chicago Freight Car Leasing Co., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee, one hundred twenty (120) Thrall 6300 cubic foot 110 ton Gravity Discharge Covered Hopper Railcars (2001) bearing identification numbers CRDX 15000 through CRDX 15101, inclusive, and CRDX 15103 through CRDX 15120, inclusive
- C. Memorandum of Equipment Lease Schedule No. 002B to Master Lease Agreement dated as of August 31, 2001, was recorded with the Surface Transportation Board on July 26, 2002, under recordation number 24051.

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

ICX CORPORATION, d/b/a RBS ASSET FINANCE

By: [Signature]
Name: JOHN M. O'DONOGHUE
Title: VICE PRESIDENT

U.S. BANCORP EQUIPMENT FINANCE, INC.

By: [Signature]
Name: JAMES L. GILDAY
Title: Vice-President

STATE OF OHIO)

COUNTY OF CUYAHOGA) SS:

Before me, a Notary Public, in and for said county and state, personally appeared JOHN O'DONNELL, a Vice President of ICX Corporation, d/b/a RBS Asset Finance, 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 28th day of DECEMBER, 2005.

Debra A. Grim

Notary Public

My commission expires DEBRA A. GRIM

NOTARY PUBLIC • STATE OF OHIO

My commission expires Dec. 3, 2006

STATE OF _____)

COUNTY OF _____) SS:

Before me, a Notary Public, in and for said county and state, personally appeared _____, the _____ of U.S. Bancorp Equipment Finance, Inc., an Oregon 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 _____, this _____ day of _____, 2005.

Notary Public
My commission expires: _____