

RECORDATION NO. 26166 FILED

FEB 02 '06 2-48 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

February 2, 2006

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 Lease, dated as of January 24, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	RBS Asset Finance 189 Canal Street Providence, Rhode Island 02901
Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179-1580

Mr. Vernon A. Williams
February 2, 2006
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A description of the railroad equipment covered by the enclosed document is:

97 mechanical refrigerator boxcars within the series ARMN 725300 - ARMN 725399 (formerly UPFE/VCY 25300 - UPFE/VCY 25399) 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 Lease.

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

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Interim Term Rider No. 005 to Master Lease Agreement No. 1488 dated June 30, 2005)

This Memorandum of Lease is entered into as of January 24, 2006, by and between ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Union Pacific Railroad Company, a Delaware corporation having its principal place of business at ~~1416 Dodge Street, Omaha, NE 68179~~ ^{1400 Douglas} ("Lessee").

1. Lessor is the owner of ninety-seven (97) Mechanical Refrigerator Box Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Schedule 1.
2. Lessor and Lessee have entered into an Interim Term Rider issued pursuant to Master Lease Agreement No. 1488 dated June 30, 2005, pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 9 months commencing February 1, 2006.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX Corporation, d/b/a **RBS ASSET FINANCE**, Lessor

By *Dennis J. Diemer*

Name Dennis J. Diemer

Title Vice President

UNION PACIFIC RAILROAD COMPANY, Lessee

By *Duane Knapp*

Name Duane Knapp

Title Sr. Manager - Leasing

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease 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 1st day of February, 2006.

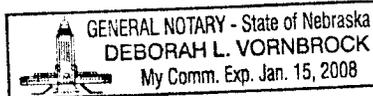
Debra A. Grim
Notary Public
DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

State of Nebraska)
) ss:
County of Douglas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Delaware corporation (the "Corporation"), by Duane Knapp its SR Manager Leasing who acknowledged that he signed the foregoing Memorandum of Lease 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 _____, Nebraska, this 30th day of January, 2006.


Notary Public



SCHEDULE 1

<u>Current or Previous Car Mark</u>	<u>Current or Previous Car #</u>	<u>Year Built</u>	<u>Current or Anticipated Car Mark</u>	<u>Current or Anticipated Car #</u>
VCY/UPFE	25300	1971	ARMN	725300
VCY/UPFE	25301	1971	ARMN	725301
VCY/UPFE	25302	1971	ARMN	725302
VCY/UPFE	25303	1971	ARMN	725303
VCY/UPFE	25304	1971	ARMN	725304
VCY/UPFE	25305	1971	ARMN	725305
VCY/UPFE	25306	1971	ARMN	725306
VCY/UPFE	25307	1971	ARMN	725307
VCY/UPFE	25308	1971	ARMN	725308
VCY/UPFE	25309	1971	ARMN	725309
VCY/UPFE	25310	1971	ARMN	725310
VCY/UPFE	25311	1971	ARMN	725311
VCY/UPFE	25312	1971	ARMN	725312
VCY/UPFE	25313	1971	ARMN	725313
VCY/UPFE	25314	1971	ARMN	725314
VCY/UPFE	25315	1971	ARMN	725315
VCY/UPFE	25316	1971	ARMN	725316
VCY/UPFE	25317	1971	ARMN	725317
VCY/UPFE	25318	1971	ARMN	725318
VCY/UPFE	25319	1971	ARMN	725319
VCY/UPFE	25320	1971	ARMN	725320
VCY/UPFE	25321	1971	ARMN	725321
VCY/UPFE	25322	1971	ARMN	725322
VCY/UPFE	25323	1971	ARMN	725323
VCY/UPFE	25324	1971	ARMN	725324
VCY/UPFE	25325	1971	ARMN	725325
VCY/UPFE	25326	1971	ARMN	725326
VCY/UPFE	25327	1971	ARMN	725327
VCY/UPFE	25328	1971	ARMN	725328
VCY/UPFE	25329	1971	ARMN	725329
VCY/UPFE	25330	1971	ARMN	725330
VCY/UPFE	25331	1971	ARMN	725331
VCY/UPFE	25332	1971	ARMN	725332
VCY/UPFE	25333	1971	ARMN	725333
VCY/UPFE	25334	1971	ARMN	725334
VCY/UPFE	25335	1971	ARMN	725335
VCY/UPFE	25336	1971	ARMN	725336

Current or Previous <u>Car Mark</u>	Current or Previous <u>Car #</u>	Year <u>Built</u>	Current or Anticipated <u>Car Mark</u>	Current or Anticipated <u>Car #</u>
VCY/UPFE	25337	1971	ARMN	725337
VCY/UPFE	25339	1971	ARMN	725339
VCY/UPFE	25340	1971	ARMN	725340
VCY/UPFE	25341	1971	ARMN	725341
VCY/UPFE	25342	1971	ARMN	725342
VCY/UPFE	25343	1971	ARMN	725343
VCY/UPFE	25344	1971	ARMN	725344
VCY/UPFE	25345	1971	ARMN	725345
VCY/UPFE	25346	1971	ARMN	725346
VCY/UPFE	25347	1971	ARMN	725347
VCY/UPFE	25348	1971	ARMN	725348
VCY/UPFE	25349	1971	ARMN	725349
VCY/UPFE	25350	1969	ARMN	725350
VCY/UPFE	25351	1969	ARMN	725351
VCY/UPFE	25352	1969	ARMN	725352
VCY/UPFE	25354	1970	ARMN	725354
VCY/UPFE	25355	1969	ARMN	725355
VCY/UPFE	25356	1969	ARMN	725356
VCY/UPFE	25357	1969	ARMN	725357
VCY/UPFE	25358	1969	ARMN	725358
VCY/UPFE	25359	1969	ARMN	725359
VCY/UPFE	25360	1969	ARMN	725360
VCY/UPFE	25361	1969	ARMN	725361
VCY/UPFE	25362	1969	ARMN	725362
VCY/UPFE	25363	1969	ARMN	725363
VCY/UPFE	25364	1969	ARMN	725364
VCY/UPFE	25365	1969	ARMN	725365
VCY/UPFE	25366	1969	ARMN	725366
VCY/UPFE	25367	1969	ARMN	725367
VCY/UPFE	25368	1969	ARMN	725368
VCY/UPFE	25369	1969	ARMN	725369
VCY/UPFE	25370	1969	ARMN	725370
VCY/UPFE	25371	1969	ARMN	725371
VCY/UPFE	25372	1969	ARMN	725372
VCY/UPFE	25373	1969	ARMN	725373
VCY/UPFE	25374	1969	ARMN	725374
VCY/UPFE	25375	1969	ARMN	725375
VCY/UPFE	25376	1969	ARMN	725376
VCY/UPFE	25377	1969	ARMN	725377
VCY/UPFE	25378	1971	ARMN	725378
VCY/UPFE	25380	1969	ARMN	725380
VCY/UPFE	25381	1971	ARMN	725381
VCY/UPFE	25382	1969	ARMN	725382
VCY/UPFE	25383	1971	ARMN	725383
VCY/UPFE	25384	1969	ARMN	725384
VCY/UPFE	25385	1969	ARMN	725385
VCY/UPFE	25386	1969	ARMN	725386

Current or Previous <u>Car Mark</u>	Current or Previous <u>Car #</u>	Year <u>Built</u>	Current or Anticipated <u>Car Mark</u>	Current or Anticipated <u>Car #</u>
VCY/UPFE	25387	1971	ARMN	725387
VCY/UPFE	25388	1969	ARMN	725388
VCY/UPFE	25389	1971	ARMN	725389
VCY/UPFE	25390	1969	ARMN	725390
VCY/UPFE	25391	1970	ARMN	725391
VCY/UPFE	25392	1969	ARMN	725392
VCY/UPFE	25393	1969	ARMN	725393
VCY/UPFE	25394	1969	ARMN	725394
VCY/UPFE	25395	1969	ARMN	725395
VCY/UPFE	25396	1969	ARMN	725396
VCY/UPFE	25397	1971	ARMN	725397
VCY/UPFE	25398	1971	ARMN	725398
VCY/UPFE	25399	1971	ARMN	725399