

FEB 03 '06 11-01 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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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 an Instrument of Lease Termination, dated as of January 24, 2006, 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

18701

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

100 refrigerator cars: VCY 25200 – VCY 25299.

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

Instrument of 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

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## SURFACE TRANSPORTATION BOARD

INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT"), dated as of January 24, 2006, between ICX Corporation ("ICX"), as successor lessor, and Union Pacific Railroad Company ("UPRR"), as successor lessee.

## 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 (the "Equipment").

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.

WHEREAS, as an Instrument of Partial Lease Termination dated October 21, 2005, was filed by Lessor with the Board on October 21, 2005 at 3:48 p.m. under Recordation Number 18701-G.

NOW, THEREFORE, in consideration of the premises:

ICX and UPRR do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect to the Equipment, 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 and UPRR have executed or caused this INSTRUMENT to be executed as of the date first above written.

ICX CORPORATION

By: *Dennis J. Diemer*

Dennis J. Diemer

Its: Vice President

UNION PACIFIC RAILROAD COMPANY

By: *Duane Knapp*

Its: 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, an Ohio corporation (the "Corporation"), by DENNIS J. DIEMER 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.

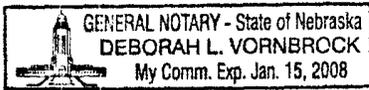
IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 16<sup>th</sup> day of FEBRUARY, 2006.

Debra A. Grim  
Notary Public for DEBRA A. GRIM  
My Commission Expires STATE OF OHIO  
~~NOTARY PUBLIC~~  
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 Donne Knapp its Sr Manager - Leasing 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 Omaha, Nebraska, this 30<sup>th</sup> day of January, 2006.



Deborah L. Vornbrock  
Notary Public for \_\_\_\_\_  
My Commission expires 1/15/08