

RECORDATION NO. 25768-A FILED

FEB 07 '06 11-45 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  

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 (202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

February 6, 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 Assignment of Base Term Rider [002], dated 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 previously filed with the Board under Recordation Number 25768.

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

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

Assignee: ATEL Leasing Corporation,  
as Trustee of the  
UPACO-002-3 Trust  
600 California Street  
6<sup>th</sup> Floor  
San Francisco, CA 94108

Mr. Vernon A. Williams  
February 6, 2006  
Page Two

A description of the railroad equipment covered by the enclosed document  
is:  
89 boxcars within the series ARMN 725001 through ARMN 725299

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

Memorandum of Assignment of Base Term Rider [002]

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

MEMORANDUM OF ASSIGNMENT OF BASE TERM RIDER

THIS MEMORANDUM OF ASSIGNMENT OF BASE TERM RIDER NUMBER 002 (this "Assignment") is made and entered into as of Oct 21, 2005, by and between ICX Corporation ("Assignor") and Atel Leasing Corporation, not in its individual capacity, but solely as trustee of the UPAC0-002-3 Trust, a California corporation ("Assignee").

Assignor, as lessor, and Union Pacific Railroad Company, as lessee ("Lessee"), have heretofore entered into that certain Base Term Rider Number 002, pursuant to, and incorporating the terms and provisions of, that certain Master Lease Agreement dated as of June 30, 2005 between Assignor and Lessee (the "Master Lease") (the Base Term Rider and the Master Lease, to the extent incorporated in the Base Term Rider, hereinafter referred to as the "Lease") pertaining to the railcars described in the Lease (the "Railcars"). A Memorandum of Lease with respect to the Base Term Rider was filed on August 11, 2005 under Recordation Number 25768 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease and the Railcars described therein; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Base Term Rider to be executed as of the date first above written.

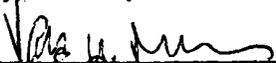
ASSIGNOR:

ICX CORPORATION

By   
Name Dennis J. Diemer  
Title Vice President

ASSIGNEE:

ATEL LEASING CORPORATION, not in its individual capacity, but solely as trustee of the UPAC0-002-3 Trust

By   
Name Vasco H. Clavio  
Title Senior Vice President

STATE OF OHIO )

COUNTY OF CUYAHOGA ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, the Vice President of ICX Corporation, 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 20th day of October, 2005.

Debra A. Grim  
Notary Public

My commission expires ~~DEBRA A. GRIM~~  
**DEBRA A. GRIM**  
**NOTARY PUBLIC • STATE OF OHIO**  
My commission expires Dec. 3, 2006

STATE OF California )

COUNTY OF San Francisco ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Vaseo H. MORAIS, the 3<sup>rd</sup> Vice President of Atel Leasing Corporation, not in its individual capacity, but solely as trustee of the UPAC0-002-3 Trust, a California 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 San Francisco California this 21<sup>st</sup> day of October, 2005.



Noemi Ramos  
Notary Public  
My commission expires: Oct 5, 2007

**Description of Units  
Unit Numbers and Marks  
To Base Term Rider No. 002**

Eighty Nine (89) Mechanical Refrigerator Box Cars, refurbished in accordance with the Specification in Schedule 3 to Interim Term Rider No. 001 and bearing the marks and road numbers listed below.

<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
UPFE	25001	1971	ARMN	725001
UPFE	25002	1971	ARMN	725002
UPFE	25005	1971	ARMN	725005
UPFE	25012	1971	ARMN	725012
UPFE	25015	1971	ARMN	725015
UPFE	25018	1971	ARMN	725018
UPFE	25023	1971	ARMN	725023
UPFE	25029	1971	ARMN	725029
UPFE	25034	1971	ARMN	725034
UPFE	25038	1971	ARMN	725038
UPFE	25039	1971	ARMN	725039
UPFE	25041	1971	ARMN	725041
UPFE	25047	1971	ARMN	725047
UPFE	25051	1971	ARMN	725051
UPFE	25063	1971	ARMN	725063
UPFE	25064	1971	ARMN	725064
UPFE	25069	1971	ARMN	725069
UPFE	25072	1971	ARMN	725072
UPFE	25074	1971	ARMN	725074
UPFE	25075	1971	ARMN	725075
UPFE	25077	1971	ARMN	725077
UPFE	25083	1971	ARMN	725083
UPFE	25085	1971	ARMN	725085
UPFE	25090	1971	ARMN	725090
UPFE	25095	1971	ARMN	725095
UPFE	25096	1971	ARMN	725096
UPFE	25099	1971	ARMN	725099
UPFE	25100	1971	ARMN	725100
UPFE	25103	1971	ARMN	725103
UPFE	25104	1971	ARMN	725104
UPFE	25106	1971	ARMN	725106
UPFE	25110	1971	ARMN	725110
UPFE	25111	1971	ARMN	725111
UPFE	25116	1971	ARMN	725116
UPFE	25120	1971	ARMN	725120

**Description of Units  
Unit Numbers and Marks  
To Base Term Rider No. 002**

<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
UPFE	25129	1971	ARMN	725129
UPFE	25137	1971	ARMN	725137
UPFE	25138	1971	ARMN	725138
UPFE	25140	1971	ARMN	725140
UPFE	25141	1971	ARMN	725141
UPFE	25143	1971	ARMN	725143
UPFE	25145	1971	ARMN	725145
UPFE	25153	1971	ARMN	725153
UPFE	25155	1971	ARMN	725155
UPFE	25156	1971	ARMN	725156
UPFE	25157	1971	ARMN	725157
UPFE	25161	1971	ARMN	725161
UPFE	25163	1971	ARMN	725163
UPFE	25166	1971	ARMN	725166
UPFE	25168	1971	ARMN	725168
UPFE	25171	1971	ARMN	725171
UPFE	25172	1971	ARMN	725172
UPFE	25178	1971	ARMN	725178
UPFE	25180	1971	ARMN	725180
UPFE	25181	1971	ARMN	725181
UPFE	25182	1971	ARMN	725182
UPFE	25188	1971	ARMN	725188
UPFE	25192	1971	ARMN	725192
UPFE	25193	1971	ARMN	725193
UPFE	25194	1971	ARMN	725194
UPFE	25195	1971	ARMN	725195
UPFE	25197	1971	ARMN	725197
UPFE	25200	1971	ARMN	725200
UPFE	25204	1971	ARMN	725204
UPFE	25205	1971	ARMN	725205
UPFE	25216	1971	ARMN	725216
UPFE	25230	1971	ARMN	725230
UPFE	25238	1971	ARMN	725238
UPFE	25242	1970	ARMN	725242
UPFE	25243	1970	ARMN	725243
UPFE	25245	1970	ARMN	725245
UPFE	25246	1970	ARMN	725246
UPFE	25249	1970	ARMN	725249
UPFE	25252	1970	ARMN	725252
UPFE	25258	1970	ARMN	725258
UPFE	25259	1970	ARMN	725259
UPFE	25260	1970	ARMN	725260
UPFE	25264	1970	ARMN	725264

**Description of Units  
Unit Numbers and Marks  
To Base Term Rider No. 002**

<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
UPFE	25265	1970	ARMN	725265
UPFE	25269	1970	ARMN	725269
UPFE	25272	1970	ARMN	725272
UPFE	25275	1970	ARMN	725275
UPFE	25282	1970	ARMN	725282
UPFE	25286	1970	ARMN	725286
UPFE	25288	1970	ARMN	725288
UPFE	25291	1970	ARMN	725291
UPFE	25295	1970	ARMN	725295
UPFE	25296	1970	ARMN	725296
UPFE	25299	1970	ARMN	725299

**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: 10/24/05



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Robert W. Alvord