

MAR 17 '06 3-00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

March 17, 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 [004], dated as of March 10, 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 previously filed with the Board under Recordation Number 26167.

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

Assignor: ICX Corporation  
Two Summit Park Drive  
Suite 300  
Cleveland, Ohio 44131

Assignor: ATEL Leasing Corporation,  
as Trustee of the  
UPACO-002-4 Trust  
600 California Street  
6<sup>th</sup> Floor  
San Francisco, California 94108

Mr. Vernon A. Williams  
March 17, 2006  
Page 2

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

24 mechanical refrigerator boxcars within the series ARMN 725000-ARMN 725293 (formerly UPFE/VCY 25000 - UPFE/VCY 25293) 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 Base Term Rider [004].

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

MAR 17 '06 3-00 PM

-MEMORANDUM OF ASSIGNMENT OF BASE TERM RIDER  
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF BASE TERM RIDER NUMBER 004 (this "Assignment") is made and entered into as of March 10, 2006, by and between ICX Corporation ("Assignor") and Atel Leasing Corporation, not in its individual capacity, but solely as trustee of the UPAC0-002-4 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 004, 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 February 2, 2006 under Recordation Number 26167 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301.

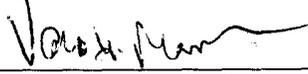
Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

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. Dierna  
Title Vice President

ASSIGNEE: ATEL LEASING COPORATION, not in its individual capacity, but solely as trustee of the UPAC0-002-4 Trust  
By   
Name Vasco H. Morais  
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 9 day of March, 2006.

*Debra A. Grim*  
\_\_\_\_\_  
Notary Public **DEBRA A. GRIM**  
My commission expires: **STATE OF OHIO**  
NOTARY PUBLIC 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 Atel Leasing Corporation, not in its individual capacity, but solely as trustee of the UPAC0-002-4 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 \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

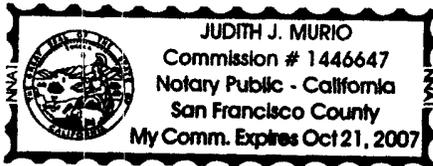
STATE OF CALIFORNIA }

ss.

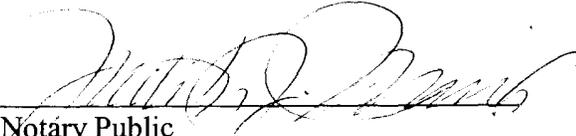
COUNTY OF SAN FRANCISCO }

On March 10, 2006, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Notarial Seal)

  
Notary Public  
Commission Number: 1446647  
My Commission expires: October 21, 2007

(This Notary Acknowledgment is an attachment to  
Memorandum of Assignment of Base Term Rider,  
dated as of March 10, 2006)

**SCHEDULE 1**  
**To Rider No. 004**  
**Description of Units**  
**Unit Numbers and Marks**

Twenty-four (24) Mechanical Refrigerator Box Cars, refurbished in accordance with the Specifications in Schedule 3 to Interim Rider No. 001 bearing the marks and road numbers listed below.

<u>Sched</u>	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Future/Current Car Mark</u>	<u>Future/Current Car #</u>	<u>Previous Sched</u>
1488-004	UPFE/VCY	25000	1971	ARMN	725000	1012-001
1488-004	UPFE/VCY	25011	1971	ARMN	725011	1012-001
1488-004	UPFE/VCY	25021	1971	ARMN	725021	1012-001
1488-004	UPFE/VCY	25027	1971	ARMN	725027	1012-001
1488-004	UPFE/VCY	25028	1971	ARMN	725028	1012-001
1488-004	UPFE/VCY	25035	1971	ARMN	725035	1012-001
1488-004	UPFE/VCY	25055	1971	ARMN	725055	1012-001
1488-004	UPFE/VCY	25059	1971	ARMN	725059	1012-001
1488-004	UPFE/VCY	25065	1971	ARMN	725065	1012-001
1488-004	UPFE/VCY	25082	1971	ARMN	725082	1012-001
1488-004	UPFE/VCY	25121	1971	ARMN	725121	1012-001
1488-004	UPFE/VCY	25123	1971	ARMN	725123	1012-001
1488-004	UPFE/VCY	25139	1971	ARMN	725139	1012-001
1488-004	UPFE/VCY	25160	1971	ARMN	725160	1012-001
1488-004	UPFE/VCY	25164	1971	ARMN	725164	1012-001
1488-004	UPFE/VCY	25169	1971	ARMN	725169	1012-001
1488-004	UPFE/VCY	25177	1971	ARMN	725177	1012-001
1488-004	UPFE/VCY	25206	1971	ARMN	725206	1012-002
1488-004	UPFE/VCY	25209	1971	ARMN	725209	1012-002
1488-004	UPFE/VCY	25229	1971	ARMN	725229	1012-002
1488-004	UPFE/VCY	25234	1971	ARMN	725234	1012-002
1488-004	UPFE/VCY	25253	1970	ARMN	725253	1012-002
1488-004	UPFE/VCY	25270	1970	ARMN	725270	1012-002
1488-004	UPFE/VCY	25293	1970	ARMN	725293	1012-002