

RECORDATION NO. 18926-A FILED

DEC 13 '99 1:45 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 13, 1999

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, dated as of December 13, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 18926.

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

Assignor: General Electric Business Asset Funding Corporation
4 North Park Drive, Suite 500
Hunt Valley, MD 21031

Assignee: ICX Corporation
3 Summit Park Drive, #200
Cleveland, OH 44131

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

one hundred twenty five (125) bi-level autoracks
CNW 79100 through CNW 791124

Mr. Vernon A. Williams
December 13, 1999
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Also enclosed is a check in the amount of \$26.00 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/kb
Enclosures

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PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Assignment") is made and entered into as of December 13, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and ICX CORPORATION ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as lessor, and Union Pacific Railroad Company, successor by merger to Chicago and North Western Railway Company, as lessee ("Lessee"), have heretofore entered into that certain Equipment Lease Agreement, dated as of August 1, 1994 (the "Lease"), pertaining to the auto racks described in the Lease (the "Auto Racks"). The Lease was filed on August 8, 1994 under Recordation Number 18926 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) 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 Auto Racks 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 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: *Williams*

Name: Steven J. Williams

Title: Transaction and Syndication
Manager

ASSIGNEE:

ICX CORPORATION

By: _____

Name: John M. O'Donnell

Title: Vice President

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

ASSIGNOR: GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: _____
Name: Steven J. Williams
Title: Transaction and Syndication
Manager

ASSIGNEE: ICX CORPORATION

[Signature]
By: _____
Name: John M. O'Donnell
Title: Vice President

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 10th day of December, 1999, before me appeared Steven J. Williams, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Tracy E. Hauck
Notary Public

My commission expires: 8-1-02, _____

STATE OF OHIO)
COUNTY OF Medina) ss.

On this 10th day of December, 1999, before me appeared John M. O'Donnell, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that he is a Vice President of ICX CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Candice J. Hazinakis
Notary Public

My commission expires: _____, _____

CANDICE J. HAZINAKIS
Notary Public, State of Ohio, Medina Cty.
My Commission Expires Aug. 24, 2003