



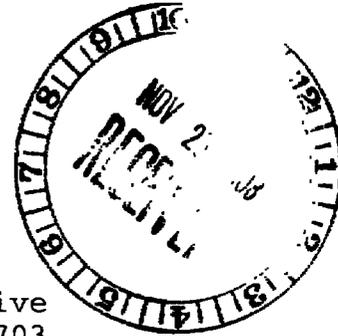
CORPORATION SERVICE COMPANY

RECORDATION NO. 27738 FILED

NOV 25 '08

2-43 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION KAREN JANUARY\*\*

From: April Oshea

Date: November 24, 2008

Order#: 803623/005

Re: 1FD5F57RX8ED85535 RAILWORKS TRACK SYSTEMS, INC.

Please process the enclosed documents for the service indicated below.

XX Other: STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/05/2008  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$41.00  
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:  
General Electric Capital Corporation  
44 Old Ridgebury Road  
Danbury, CT 06810

Lessee:  
Railworks Track Systems, Inc.  
8485 West 210 Street  
Lakeville, MN 55044



**CORPORATION SERVICE COMPANY**

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

**MEMORANDUM OF LEASE**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE ("Memorandum") dated as of this 19 day of November 2008 is made by General Electric Capital Corporation, a Delaware corporation, with an address at 44 Old Ridgebury Road, Danbury, CT 06810 (the "Lessor") and Railworks Track Systems, Inc., a Nevada corporation, with an address at 8485 West 210 Street, Lakeville, MN 55044 (the "Lessee" and, together with the Lessor, the "Parties").

1. The Lessor and Lessee entered into a certain Master Lease Agreement dated as of July 14, 2008 (the "Master Lease").
2. The Parties have entered into Schedule No. 007 under the Master Lease (the "Schedule" and, together with the Master Lease, the "Lease") and wish to show for the public record the existence of the Schedule, the respective interest therein of the Parties and a description of the equipment (the "Equipment") as set forth in Exhibit A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.
3. By this instrument the Lessor hereby confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee hereby confirms such terms and conditions, which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the Parties have caused this Memorandum to be executed by its duly authorized officer as of the date first above written.

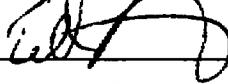
**Railworks Track Systems, Inc.**

By 

Name Michael Mermelstein

Title Authorized Signer by Delegation of Authority, CFO

**General Electric Capital Corporation**

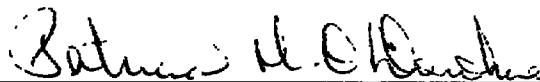
By 

Name Todd Bitteker

Title Risk Analyst

State of New York  
County of New York ) ss.

On this 17<sup>th</sup> day of November, 2008, before me personally appeared Michael Meinelstein, to me personally known, who, being by me duly sworn, says that (s)he is a Authorized Signer by Delegation of Authority of **Railworks Track Systems, Inc.**, and that (s)he is duly authorized to sign the foregoing instrument on behalf of **Railworks Track Systems, Inc.** and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of **Railworks Track Systems, Inc.**

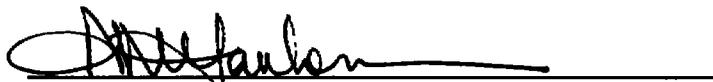
  
\_\_\_\_\_  
Notary Public

**PATRICIA M. O'DONOGHUE**  
Notary Public, State of New York  
No. 00-0017000  
Qualified in Westchester County  
Commission Expires Feb. 27, 2011

My Commission Expires:

State of Connecticut  
County of Litchfield ) ss.

On this 19<sup>th</sup> day of November, 2008, before me personally appeared Todd Bittaker, to me personally known, who, being by me duly sworn, says that (s)he is a Authorized signer of **General Electric Capital Corporation**, and that (s)he is duly authorized to sign the foregoing instrument on behalf of **General Electric Capital Corporation** and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of **General Electric Capital Corporation**.

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

My Commission Expires:

**ANGELA M. HANLON**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 2011

**Exhibit A**

**One (1) Tiger Railkut Brush Cutting Boom Mower with 48" Saw Blade, Serial Number  
1FD5F57RX8ED85535**