

RECORDATION NO. 27871 FILED

APR 09 '09 -1 00 PM

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

OF COUNSEL
URBAN A. LESTER

April 9, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: ICX 1395-23

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	RBS Asset Finance, Inc. (as assignee of ICX Corporation) 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Lessee:	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, TX 76131

Anne K. Quinlan, Esquire
April 9, 2009
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A description of the railroad equipment covered by the enclosed document is:

24 pieces of maintenance of way equipment manufactured by Nordco Inc. and Plasser American Corporation as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

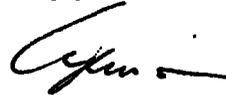
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 023.

2. Initial Term: The Initial Term of Equipment Schedule No. 023 is 84 months commencing as of April 1, 2006.

3. Equipment: The Equipment covered by Equipment Schedule No. 023 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Plasser		Rail Mtnd Shop/Material Car	3124	J5101060
2	Plasser	AS10.2	Anchor Squeezer	3298	X0100500
1	Plasser	Tp2000	Rail Lifter	1456	X3800152
1	Plasser	CM503	Cribmaster	692	X4200096
4	Nordco	C 12v	Automatic Spiker	410046 410117 410118 410108	X4400389 X4400390 X4400391 X4400392
2	Nordco	Super Claw	Spike Puller	511 502	X4700446 X4700447
1	Plasser		Tamper Nipper	2974	X5300079
1	Plasser	09-32-4S	Production Tamper	3099	X5400438
1	Plasser	PTS 90 w/PDB-50	Dynamic Track Stabilizer w/Dbl Broom	3098	X8600062

1	Plasser	GC-10	Tie Handler	3300	X8800016
1	Plasser	TH-10	Gantry	1460	X8800017
1	Plasser	GC-10	Tie Handler	3301	X8800018
1	Plasser	TH-10	Gantry	1171	X8800019
1	Plasser	MTS-100	Spike Retriever	3125	X8900003
1	Plasser	TR-100	Tie Remover	3129	X9800003
1	Plasser	PP-100	Pre Pusher	3128	X9800004
1	Plasser	TI-100	Tie Inserter	3286	X9800005
1	Plasser		Power Car	3287	X9800006
1	Plasser	PBR 2000	Ballast Regulator	3151	

~~1 Plasser Tools, sundries,
supplies~~

RECORDATION NO. 27871 RBS

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation, as assignee of ICX Corporation, having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,
as assignee of ICX CORPORATION,
Lessor

By Keri Alberts

Name Keri Alberts
Assistant Vice President
Title _____

BNSF RAILWAY COMPANY, Lessee

By L. Steven Volmer

Name L. Steven Volmer
General Director - Finance
Title _____

State of IL)
County of COOK) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation, (the "Corporation") as assignee of ICX Corporation, by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease 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 Chicago, Illinois, this 9th day of April, 2009.

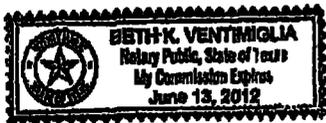
Sarah Sanchez
Notary Public



State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Voller, its General Director - Finance who acknowledged that he signed the foregoing Memorandum of Lease 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 Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventriglia
Notary Public

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to
MEMORANDUM OF LEASE

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1	Plasser		Power Car	3287	X9800006
1	Plasser	PBR 2000	Ballast Regulator	3151	

~~1 Plasser Tools, sundries,
supplies~~

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:

4/9/09



Robert W. Alvord