

RECORDATION NO. 27873 FILED

APR 09 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

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

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

OF COUNSEL
URBAN A. LESTER

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

April 9, 2009

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

Re: ICX 1395-28

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, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

Anne K. Quinlan, Esquire
April 9, 2009
Page 6

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

22 pieces of maintenance of way equipment manufactured by Panderol Jackson, JD - Westside, Kershaw Manufacturing Co., L&H Welding & Machine Company, Nordco Inc., SunSource and Racine Railroad Products Inc. 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. 028.

2. Initial Term: The Initial Term of Equipment Schedule No. 028 is 84 months commencing as of August 1, 2006.

3. Equipment: The Equipment covered by Equipment Schedule No. 028 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	Jackson	3300-S	Switch Chase Tamper	153422	X5600249
2	JD - Westside	TCM-120C	Magnet Crane	FF120CX035747 FF120CX035745	X6000258 X6000259
2	Kershaw	46-60	Ballast Regulator	46-583-06 46-584-06	X0600425 X0600426
4	Kershaw	12-12	Tie Crane	12-1119-06 11-1120-06 12-1123-06 12-1124-06	X6000252 X6000253 X6000254 X6000255
1	L&H	LHAPG-1	Auto Pregager		X6700076
3	Nordco	CXS-N	Auto Spiker	410692-06 410693-06 410694-06	X4400393 X4400394 X4400395
2	Nordco	SP2R	Spike Puller	310045-06 310046-06	X4700448 X4700449

1	Nordco	TRIPP	Tie Inserter- Remover	760223-06	X6300195
1	Sunsource	SSX82-1	Hyd Upgrade Assy for X8200030	SSX82-1	X8200030
4	Racine Railroad		Ultra S Clipper	USC-137-06 USC-138-06 USC-139-06 USC-140-06	X0100504 X0100505 X0100506 X0100507
1	Jackson	3300	Switch Chase Tamper	153423	X5600250

APR 09 '09 -1 00 PM

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 Steven Vollmer

Name L. Steven Vollmer
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 Vollmer, 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. Ventimiglia
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 028.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 028 is 84 months commencing as of August 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 028 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	Jackson	3300-S	Switch Chase Tamper	153422	X5600249
2	JD - Westside	TCM-120C	Magnet Crane	FF120CX035747 FF120CX035745	X6000258 X6000259
2	Kershaw	46-60	Ballast Regulator	46-583-06 46-584-06	X0600425 X0600426
4	Kershaw	12-12	Tie Cranc	12-1119-06 11-1120-06 12-1123-06 12-1124-06	X6000252 X6000253 X6000254 X6000255
1	L&H	LHAPG-1	Auto Pregagcr		X6700076
3	Nordco	CXS-N	Auto Spiker	410692-06 410693-06 410694-06	X4400393 X4400394 X4400395
2	Nordco	SP2R	Spike Puller	310045-06 310046-06	X4700448 X4700449

1	Nordco	TRIPP	Tie Inserter- Remover	760223-06	X6300195
1	Sunsource	SSX82-1	Hyd Upgrade Assy for X8200030	SSX82-1	X8200030
4	Racine Railroad		Ultra S Clipper	USC-137-06 USC-138-06 USC-139-06 USC-140-06	X0100504 X0100505 X0100506 X0100507
1	Jackson	3300	Switch Chase Tamper	153423	X5600250

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