

RECORDATION NO. 27984 FILED

JUN 19 '09 -8 C O AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 19, 2009

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

Re: ICX No. 1395-025

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 Assignment (ICX No. 1395-025), dated as of June 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (ICX No. 1395-025) being filed with the Board under Recordation Number 27984.

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

Assignor: ICX Corporation . ✓
71 S. Wacker Drive, 28th Floor .
Chicago, IL 60606

Assignee: Natixis Real Estate Capital Inc. .
9 West 57th Street, 36th Floor
New York, NY 10019

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

15 pieces of maintenance of way equipment: Superior Sales MSC4102 Mechanics Supply Cart MSC25-06-4; Nordco BAAM Auto Anchor Machine 690028-06; 3 Nordco CX-N Spikers W/Nipper S/Ns 410675-06, 410676-06 and 410681-06; Nordco CX Spiker W/Nipper 410682-06; 4 Nordco CX-N Bulk Spikers W/Gager S/Ns 410677-06, 410678-06, 410679-06 and 410680-06; Nordco SP2R Spike Puller 310032-06; Jackson 6700-SJ Production Tamper 153400; HTT-Jackson 6700-SJ Jupiter Switch Tamper 153401; HTT-Jackson 3313-S Switch Tamper 153404; and Superior Sales SRC6101 Spike Reclaimer Cart SRC48-06-1.

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

Memorandum of Lease Assignment (ICX No. 1395-025).

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(ICX - No. 1395)

This Memorandum of Lease Assignment, dated as of June 20, 2008 is made by ICX Corporation ("Assignor") and Natixis Real Estate Capital Inc. ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, dated as of April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 025 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

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

ICX CORPORATION, Assignor

By Michael O'Malley

Name Michael O'Malley
Title Senior Vice President

NATIXIS REAL ESTATE CAPITAL INC., Assignee

By F. René Mendez

Name F. René Mendez
Title Managing Director

Joseph F. Falcone III

Joseph F. Falcone III
Director, Senior Counsel

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment 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 21st day of May, 2009.



Sarah Sanchez

Notary Public *S*

State of New York)
) ss:
County of New York)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Natixis Real Estate Capital Inc., a New York corporation (the "Corporation"), by F. Rene' Mendez and Joseph F. Accorcello, Jr., who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is ~~his~~ ^{their} 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 New York, N.Y., this 12th day of June, 2009.


Notary Public

ANNE J. EQUALE
Notary Public, State of New York
No. 41-470891B
Qualified in Queens County
Commission Expires 2/28/2010

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 025.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 025 is 84 months commencing as of May 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 025 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:

Qty	Mfg	Model	Description	Serial Number	BNSF #
1	Superior Sales	MSC4102	Mechanics Supply Cart	MSC25 06-4	J0403025
1	Nordco	BAAM	Auto Anchor Machine	690028-06	X0100488
1	Nordco	CX-N	Spiker W/Nipper	410675-06	X4400372
1	Nordco	CX-N	Spiker W/Nipper	410676-06	X4400373
1	Nordco	CX-N	Spiker W/Nipper	410681-06	X4400374
1	Nordco	CX	Spiker W/Nipper	410682-06	X4400375
1	Nordco	CX-N	Bulk Spiker W/Gager	410677-06	X4400385
1	Nordco	CX-N	Bulk Spiker W/Gager	410678-06	X4400386
1	Nordco	CX-N	Bulk Spiker W/Gager	410679 06	X4400387
1	Nordco	CX-N	Bulk Spiker W/Gager	410680-06	X4400388
1	Nordco	SP2R	Spike Puller	310032-06	X4700431
1	Jackson	6700-SJ	Production Tamper	153400	X5400435
1	HTT-Jackson	6700-SJ	Jupiter Switch Tamper	153401	X5400436
1	HTT-Jackson	3313-S	Switch Tamper	153404	X5600242
1	Superior Sales	SRC6101	Spike Reclaimer Cart	SRC48-06-1	X8700048

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:

6/19/09



Robert W Alvord