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RECORDATION NO. 27952-A FILED

JUN 01 '09 - 8 0 0 AM

SURFACE TRANSPORTATION BOARD

June 1, 2009

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

Re: ICX 1395-002

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 1395-002), dated as of May 27, 2009, 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. 1395-002) being filed with the Board under Recordation Number 27952.

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: Salem Five Cents Savings Bank
210 Essex Street
Salem, MA 01970

Anne K. Quinlan, Esquire
June 1, 2009
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A description of the railroad equipment covered by the enclosed document is:

14 pieces of maintenance of way equipment: 4 Nordco, LS, Grabber Claw Spike Pullers, S/Ns 330662-04, 330663-04, 330660-04 and 330661-04; 3 Nordco, CX-GN, Auto Spikers with Nipper, Auto Gager & Bulk Spike, S/Ns 410558-04, 410559-04 and 410560-04; 5 Nordco, CX-N, Auto Spikers with Nipper & Bulk Spike S/Ns 410565-04, 410564-04, 410561-04, 410562-04 and 410563-04; and 2 Kershaw, 46-2, Ballast Regulators, S/Ns 46-506-04 and 46-507-04.

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

Memorandum of Lease Assignment (ICX No. 1395-002).

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

RECORDATION NO.

27952-A
FILED

JUN 01 '09

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease Assignment, dated as of May 27, 2009, is made by ICX Corporation ("Assignor") and Salem Five Cents Savings Bank ("Assignee").

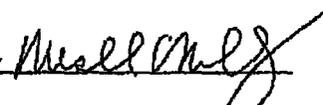
Pursuant to that certain Master Lease Agreement No. 1395, dated as of April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 002 (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



Name Michael O'Malley
Senior Vice President

Title _____

SALEM FIVE CENTS SAVINGS BANK,

Assignee

By



Name Dan Butler

Title SVP

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

State of MA)
County of Essex) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Salem Five Cents Savings Bank, a MA corporation (the "Corporation"), by Don Butler, its SVP, 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

_____ this 27 day of May, 2009

Erin P Barry
Notary Public

ERIN P BARRY
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 23, 2010

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 002.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 002 is 84 months commencing as of June 1, 2004.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 002 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	Nordco	LS	Grabber Claw Spike Puller	330662-04	X4700417
1	Nordco	LS	Grabber Claw Spike Puller	330663-04	X4700418
1	Nordco	LS	Grabber Claw Spike Puller	330660-04	X4700415
1	Nordco	LS	Grabber Claw Spike Puller	330661-04	X4700416
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & Bulk Spikes	410558-04	X4400348
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & Bulk Spikes	410559-04	X4400349
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & Bulk Spikes	410560-04	X4400350
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410565-04	X4400355
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spikes	410564-04	X4400354
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spikes	410561-04	X4400351
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410562-04	X4400352
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410563-04	X4400353
1	Kershaw	46-2	Ballast Regulator	46-506-04	X0600416
1	Kershaw	46-2	Ballast Regulator	46-507-04	X0600417

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: _____

6/1/09



Robert W. Alvord