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OF COUNSEL
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RECORDATION NO. 27955 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 No. 1395-005

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 (ICX No. 1395-005), dated as of March 31, 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: 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
June 1, 2009
Page 2

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

8 pieces of maintenance of way equipment: Nordco LS Grabber Claw Spike Puller S/N 330669-04, Superior Dual Side Dump Reclaim Cart S/N DSD01041, 4 Nordco TRIP, Tie Inserter/Removers S/Ns S/N 760165-04, 760163-04, 760166-04 and 760164-04, Nordco LS Grabber Claw Spike Puller S/N 330670-04, and Harsco 3300S Switch/Tandem Tamper S/N 153273.

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

Memorandum of Lease (ICX No. 1395-005).

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

JUN 01 '09 -8 00 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

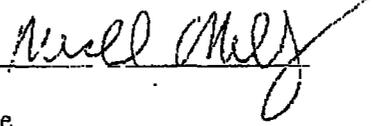
This Memorandum of Lease is entered into as of March 31, 2009, by and between ICX Corporation, an Ohio corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business 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.

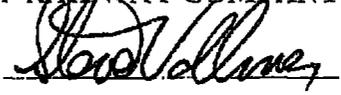
ICX CORPORATION, Lessor

By 

Name _____

Title Michael O'Malley
Senior Vice President

BNSF RAILWAY COMPANY, Lessee

By 

Name L. Steven Vollmer

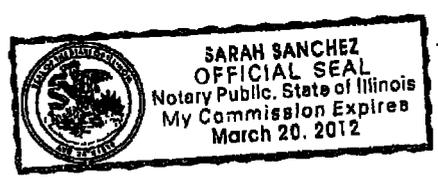
Title General Director - Finance

Title _____

State of IL)
County of Cook) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its SVP, 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 31 day of March, 2009.

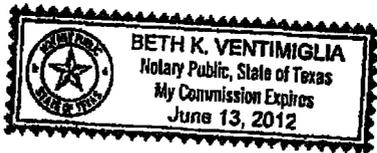


Sarah Sanchez
Notary Public

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 30 day of March, 2009.



Beth K. Ventimiglia
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 005.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 005 is 84 months commencing as of September 1, 2004.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 005 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>Mfg</u>	<u>Model</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF #</u>
1	Nordco	LS	Grabber Claw Spike Puller	330669-04	X4700421
1	Nordco	TRIPP	Tie Inserter/Remover	760165-04	X6300185
1	Superior		Dual Side Dump Reclaim Cart	DSD01041	X8700025
1	Nordco	TRIPP	Tie Inserter/Remover	760163-04	X6300183
1	Nordco	TRIPP	Tie Inserter/Remover	760166-04	X6300186
1	Nordco	LS	Grabber Claw Spike Puller	330670-04	X4700422
1	Nordco	TRIPP	Tie Inserter/Remover	760164-04	X6300184
1	Harsco	3300S	Switch/Tandem Tamper	153273	X5600239

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