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OF COUNSEL
URBAN A. LESTER

June 1, 2009

RECORDATION NO. 27960-A FILED

JUN 01 '09 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

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

Re: ICX No. 1395-019

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 1395-019), 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. 1395-019) being filed with the Board under Recordation Number 27960.

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: Bank Leumi Leasing Corporation
562 Fifth Avenue
New York, NY 10036

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

1 Brandt 5000 2005 Power Unit S/N 1NPAXBEX75D833109.

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

Memorandum of Lease Assignment (ICX No. 1395-019).

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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

279100-A
RECORDATION NO. _____ FILED

JUN 01 '09 -8 0 0 AM

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 Bank Leumi Leasing Corporation ("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. 019 (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

BANK LEUMI LEASING CORPORATION, Assignee

By Gerard D. Cannie

Name GERARD D. CANNIE

Title VICE-PRESIDENT - OPERATIONS

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.



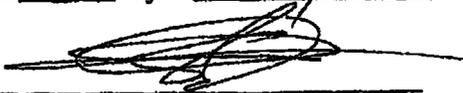
Sarah Sanchez

Notary Public

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

BEFORE ME, a Notary Public in and for said County and State, personally appeared Bank Leumi Leasing Corporation, a New York corporation (the "Corporation"), by COHEN CARME, its 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 562 St. Ave New York, N.Y., this 27th day of May, 2009.



Notary Public

CARLOS A. CABRALES
Notary Public, State of New York
No. 02CA5015547
Qualified in Westchester County
Commission Expires July 26, 2011

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 019.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 019 is 84 months commencing as of October 1, 2005.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 019 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	Brandt	5000	2005 Power Unit	1NPAXBEX75D833109	X98015

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