

RECORDATION NO. 27872-A FILED

JUN 02 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

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

June 2, 2009

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

Re: ICX No. 1395-024

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 and Restatement of Equipment Schedule (ICX No. 1395-024), dated as of April 29, 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 being filed with the Board under Recordation Number 27872.

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

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: SG Equipment Finance USA Corp.
480 Washington Boulevard
Jersey City, NJ 07310

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June 2, 2009
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A description of the railroad equipment covered by the enclosed document is:

11 pieces of maintenance of way equipment: 2 Superior Sales & Service, Inc. MSC4101 Mechanics Supply Carts S/Ns MSC23-06-2 and MSC24-0603; 2 Racine Railroad S Clipper Clip Applicator-Removers S/Ns SAR-164-06 and SAR-135-06; 5 Nordco, Inc. SP2R Spike Pullers S/Ns 310030-06, 310031-06, 310033-06, 310034-06 and 310035-06; and 2 Superior Sales & Service, Inc. SHC6301 Scrap Hopper Carts S/Ns SHC44-06-1 and SHC44-06-2.

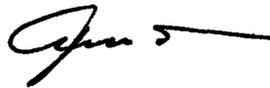
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment and Restatement of Equipment Schedule (ICX No. 1395-024).

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 AND RESTATEMENT OF EQUIPMENT SCHEDULE

(ICX - No. 1395)

This Memorandum of Lease Assignment and Restatement of Equipment Schedule, dated as of April 29, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor"), as assignee of ICX Corporation, and SG Equipment Finance USA Corp., a Delaware corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, effective 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. 024 (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 has been amended and restated as set forth 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 and Restatement of Equipment Schedule as of the day and year first written above.

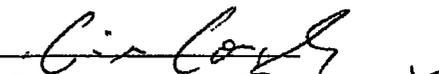
RBS ASSET FINANCE, INC.,
as assignee of **ICX CORPORATION**, Assignor

By: 

Name: Cynthia Prince
Vice President

Title: Documentation Manager

SG EQUIPMENT FINANCE USA CORP,
Assignee

By: 

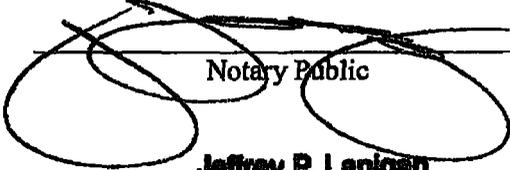
Name: Juergen Janczyk

Title: Senior Vice President

State of Illinois)
) ss:
County of Cook)

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 Cynthia Prince, 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 Chicago, Illinois, this 20th day of April, 2009.



Notary Public
Jeffrey P. Lanigan



State of NJ)
County of Hudson) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared SG Equipment Finance USA Corp., a Delaware corporation (the "Corporation"), by Siergen Janczyk, 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 Jersey City, NJ, this 21 day of May 2009.

N. Troth
Notary Public

Sworn to and subscribed
before me this
21 day of May 2009

NORMA A. TROTH
ID # 2369569
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 2/6/2013

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 024.
2. Initial Term: The Initial Term of Equipment Schedule No. 024 is 84 months commencing as of April 1, 2006.
3. Equipment: The Equipment covered by Equipment Schedule No. 024 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>
2	Superior Sales	MSC4101	Mechanics Supply Cart	MSC23-06-2 MSC24-0603	J0403023 J0403024
2	Racine	S Clipper	Clip Applicator- Remover	SAR-164-06 SAR-165-06	X0100494 X0100495
5	Nordco, Inc.	SP2R	Spike Puller	310030-06 310031-06 310033-06 310034-06 310035-06	X4700429 X4700430 X4700432 X4700433 X4700434
2	Superior Sales	SHC6301	Scrap Hopper Cart	SHC44-06-1 SHC44-06-2	X8700044 X8700045

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:

6/2/09



Robert W. Alvord