

27983-A  
RECORDATION NO. FILED

JUN 19 09 -8 C 0 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A LESTER

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

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. 1395-013

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. 1395-013), 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. 1395-013) being filed with the Board under Recordation Number 27983.

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

Assignor: ICX Corporation  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

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

Anne K. Quinlan, Esquire  
June 19, 2009  
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A description of the railroad equipment covered by the enclosed document is:

8 pieces of maintenance of way equipment: 2 Nordco CX-N Auto Spikers S/Ns 410595-05 and 410601-05; Nordco SP2R Spike Puller 310007-05; 2 Superior DSD5201 Dual Side Dump Reclaim Carts S/Ns DSD01053 and DSD01054; Nordco CX-N Auto Spiker 410600-05; and 2 Nordco SP2R Spike Pullers S/Ns 310005-05 and 310004-05.

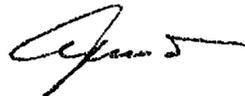
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (ICX No. 1395-013).

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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MEMORANDUM OF LEASE ASSIGNMENT

**SURFACE TRANSPORTATION BOARD**

(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. 013 (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  
Senior Vice-President  
Title \_\_\_\_\_

NATIXIS REAL ESTATE CAPITAL  
INC., Assignee

By E. René Mendez  
Name E. René Mendez  
Managing Director  
Title \_\_\_\_\_

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 21<sup>st</sup> day of May, 2009.

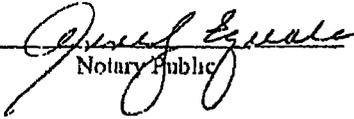


*Sarah Sanchez*  
\_\_\_\_\_  
Notary Public *S*

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. René Mender AND Joseph E. Falcone III, its 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 New York, N.Y., this 12<sup>th</sup> day of June, 2009.

  
Notary Public

ANNE J. EQUALE  
Notary Public, State of New York  
No. 41-4708916  
Qualified in Queens County  
Commission Expires 2/28/2010

EXHIBIT A  
to  
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 013.
2. Initial Term: The Initial Term of Equipment Schedule No. 013 is 84 months commencing as of April 1, 2005.
3. Equipment: The Equipment covered by Equipment Schedule No. 013 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	CX-N	Auto Spiker	410595-05	X4400359
1	Nordco	CX-N	Auto Spiker	410601-05	X4400365
1	Norden	SP2R	Spike Puller	310007-05	X4700428
1	Superior	DSD5201	Dual Side Dump Reclaim Cart	DSD01053	X8700037
1	Superior	DSD5201	Dual Side Dump Reclaim Cart	DSD01054	X8700038
1	Nordco	CX-N	Auto Spiker	410600-05	X4400364
1	Nordco	SP2R	Spike Puller	310005-05	X4700426
1	Nordco	SP2R	Spike Puller	310004-05	X4700425

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