



CORPORATION SERVICE COMPANY

RECORDATION NO. 28015 FILED

AUG 18 '09

2-51 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION KAREN JANUARY\*\*

From: April Oshea

Date: August 17, 2009

Order#: 098732/005

Re: RAILWORKS TRACK SYSTEMS INC.

Please process the enclosed documents for the service indicated below.

XX Other: Surface Transportation Board Filing

RECEIPT SHOULD BE IN OUR OFFICE: 08/26/2009  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$41.00  
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

<u>Lessee:</u>	<u>Lessor:</u>
Railworks Track Systems, Inc.	General Electric Capital Corp
8485 West 210 Street	10 Riverview Drive
Lakeville, MN 55044	Danbury, CT 06810

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ("Memorandum") dated as of this 7<sup>th</sup> day of August, 2009 is made by General Electric Capital Corporation, a Delaware corporation, with an address at 10 Riverview Drive, Danbury, CT 06810 (the "Lessor") and Railworks Track Systems, Inc., a Nevada corporation, with an address at 8485 West 210 Street, Lakeville, MN 55044 (the "Lessee" and, together with the Lessor, the "Parties").

1. The Lessor and Lessee entered into a certain Master Lease Agreement dated as of July 14, 2008 (the "Master Lease").
2. The Parties have entered into Schedule No. 012 under the Master Lease (the "Schedule" and, together with the Master Lease, the "Lease") and wish to show for the public record the existence of the Schedule, the respective interest therein of the Parties and a description of the equipment (the "Equipment") as set forth in Exhibit A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.
3. By this instrument the Lessor hereby confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee hereby confirms such terms and conditions, which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the Parties have caused this Memorandum to be executed by its duly authorized officer as of the date first above written.

**Railworks Track Systems, Inc.**

By Teresa L. Roundtree

Name Teresa L. Roundtree

Title Assistant Secretary

**General Electric Capital Corporation**

By Robert Kraska

Name ROBERT KRASKA

Title SENIOR RISK ANALYST

**Exhibit A**

One (1) 2007 Kershaw Model 46-6, Unit BR-658 Ballast Regulator Serial Number 46-578-07

State of New York )  
 ) ss.  
County of New York )

On this 6 day of August, 2009, before me personally appeared Teresa Roundtree, to me personally known, who, being by me duly sworn, says that (s)he is a Assistant Secretary of **Railworks Track Systems, Inc.**, and that (s)he is duly authorized to sign the foregoing instrument on behalf of **Railworks Track Systems, Inc.** and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of **Railworks Track Systems, Inc.**

Patricia M. O'Donohue  
Notary Public

My Commission Expires:

**PATRICIA M. O'DONOHUE**  
Notary Public, State of New York  
No. 03-097893  
Qualified in Westchester County  
Commission Expires Feb. 27, 2011

State of )  
 ) ss.  
County of )

On this 7<sup>th</sup> day of August, 2009, before me personally appeared Rob Kraska, to me personally known, who, being by me duly sworn, says that (s)he is a Senior Risk Analyst of **General Electric Capital Corporation**, and that (s)he is duly authorized to sign the foregoing instrument on behalf of **General Electric Capital Corporation** and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of **General Electric Capital Corporation**.

[Signature]  
Notary Public

My Commission Expires:

**LORETTA DALGLEISH**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES JULY 31, 2010