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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 22, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement (Equipment Schedule No. 017), dated as of September 17, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed under Recordation Number 27560-J.

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

Assignor:	Fifth Third Bank 38 Fountain Square Plaza Cincinnati, OH 45263
Assignee:	Tristate Capital Bank 301 Grant Street Pittsburgh, PA 15219
[Lessee:	R.E.L.A.M., Inc. 7695 Bond Street Glenwillow, OH 44139]

Section Chief
September 22, 2014
Page two

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

7 pieces of Maintenance of Way Equipment: Harsco Rail Tamper 6700SJ2, S/N: 153756; 4 Pettibone/Traverse Lift Speedswings - 445, S/Ns: SS10182-14, SS10183-14, SS10181-14 and SS10185-14; Nordco, Inc. Spiker - CX, S/N: 411057; and Racine Railroad Anchormatic, S/N: AM-409-14.

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

Memorandum of Assignment of Lease Agreement (Equipment Schedule No. 017).

Also enclosed is a check in the amount of \$43.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

(Equipment Schedule No. 017)

Dated as September 17, 2014

between

FIFTH THIRD BANK,
Assignor

and

TRISTATE CAPITAL BANK

Assignee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2014 at ____:____.M
Recordation Number _____

Filed with the Registrar General of Canada pursuant to Section 105 of the Canada
Transportation Act on _____, 2014
Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT dated as of September 17, 2014, is made by and between FIFTH THIRD BANK, ("Assignor"), and TRISTATE CAPITAL BANK ("Assignee").

1. Pursuant to the Master Equipment Lease Agreement, dated July 27, 2007 (the "Master Lease") and the related Equipment Schedule No. 017 (the "Schedule" and all riders, addenda, attachments and exhibits thereto, and together with the Master Lease shall collectively be referred to as the "Lease Agreement"), between Fifth Third Bank as Lessor and R.E.L.A.M., Inc. as Lessee, R.E.L.A.M., Inc. has agreed to lease from Fifth Third Bank the equipment set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. Pursuant to that certain Master Assignment Agreement dated as of September 1, 2014, together with the related Specification of Purchased Assets attached thereto (collectively referred to herein as the "Assignment Agreement"), the Assignor has assigned to the Assignee all of its rights, remedies, obligations, title, and interest in, under and to the Lease Agreement.

4. This Memorandum of Assignment of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Assignor:

FIFTH THIRD BANK

By: Doug Lusco
Name: Doug Lusco
Title: VICE PRESIDENT

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 17th day of September, 2014, before me the subscriber personally appeared Doug Lusco, who being by me duly sworn, did depose and say: that he is a vice president of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Natasha Givens
NOTARY PUBLIC

My Commission Expires: 5-18-2014



Natasha Givens
Notary Public - State of Ohio
My Commission Expires 05-18-2016

[Lessor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Assignee:

TRISTATE CAPITAL BANK

By: [Signature]
Name: Trent L. Meter
Title: Senior Vice President

STATE OF Ohio)
COUNTY OF Cuyahoga) ss.:

On this 17th day of September 2014, before me the subscriber personally appeared Trent Meter who being by me duly sworn, did depose and say: that (s)he is a Senior Vice President of TRISTATE CAPITAL BANK, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of Manager of said corporation.

Jennifer Cowan
NOTARY PUBLIC

My Commission Expires: 8-8-18



JENNIFER COWAN
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Cuyahoga County
My Comm. Exp. 8/8/18

[Lessee signature page]

EXHIBIT A
DESCRIPTION OF EQUIPMENT

Manuf. and/or Vendor Name & Invoice No.	Description of Equipment	Equipment Location
Harsco Rail 700159582	Tamper – 6700SJ2, S/N: 153756	800 Main Street, Forsyth, Rosebud County, MT 59327
Nordco, Inc. 213431	Spiker – CX, S/N: 411057	404 Gum Street, Fernandina, Nassau County, FL 32034
Pettibone/Traverse Lift 461814	Speedswing – 445, S/N: SS10182-14	401 South Main, Farmersville, Collin County, TX 75442
Pettibone/Traverse Lift 462214	Speedswing – 445, S/N: SS10183-14	7695 Bond Street, Glenwillow, Cuyahoga County, OH 44139
Pettibone/Traverse Lift 462314	Speedswing – 445, S/N: SS10181-14	7500 North 500 East, Rolling Prairie, La Porte County, IN 46371
Pettibone/Traverse Lift 471014	Speedswing – 445, S/N: SS10185-14	1000 Holland Drive, Crete Will County, IL 60417-2120
Racine Railroad 112690	Anchormatic, S/N: AM-409-14	350 Newton Avenue, Woodbury, Camden County, NJ 08103

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/22/2014

Edward M Luria
Edward M. Luria