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

July 16, 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. 016), dated as of June 25, 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 (Equipment Schedule No. 016) being filed with the Board under Recordation Number 31294.

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

| | |
|-----------|--|
| Assignor: | Fifth Third Bank 38 Fountain Square Plaza Cincinnati, Ohio 45263 |
| Assignee: | Regions Commercial Equipment Finance, LLC 1900 Fifth Ave N, 24th Floor Birmingham, Alabama 35203 |

Section Chief
July 16, 2014
Page 2

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

7 pieces of Maintenance of Way Equipment: Harsco Rail Tamper – Mark IV, S/N: 7113894; Pettibone/Traverse Lift Speedswing - 445E, S/N: SS10172-14; Pettibone/Traverse Lift Speedswing – 445E, S/N: SS10180-14; Knox Kershaw Ballast regulator – KBR-860, S/N: 860-501-14; Knox Kershaw Ballast regulator – KBR-850, S/N: 850-153-14; Nordco, Inc. Spiker – CX, S/N: 411056; and Nordco, Inc. Spiker – CX, S/N; 411059.

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

Memorandum of Assignment of Lease Agreement (Equipment Schedule No. 016).

Also enclosed is a check in the amount of \$44.00 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. 016)

Dated as of June 19, 2014

between

FIFTH THIRD BANK,
Lessor

and

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

Lessee

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

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT dated as of June 25, 2014, is made by and between FIFTH THIRD BANK, ("Assignor"), and Regions Commercial Equipment Finance, LLC., an Alabama corporation ("Assignee").

1. This instrument relates to (i) that certain Master Equipment Lease Agreement dated as of July 27, 2007 (the "Master Lease") and the related Equipment Schedule No. 016 (the "Schedule" and all riders, addenda, attachments and exhibits thereto, and together with the Master Lease shall collectively be referred to as the "Lease"), between Fifth Third Bank as Lessor and R.E.L.A.M., Inc. as Lessee.

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. This Memorandum 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: Michael Hube
Name: Michael Hube
Title: Vice President

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

On this 17 day of June, 2014, before me the subscriber personally appeared Michael Hube, who being by me duly sworn, did depose and say: that he is a V.P. 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.

Paula D. McQueen
NOTARY PUBLIC

My Commission Expires: _____



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

[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:

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

By: Mary B. Lewis

Name: Mary B. Lewis

Title: Assistant Vice President

STATE OF Alabama)

COUNTY OF Jefferson) ss.:

On this 14 day of July, 2014, before me the subscriber personally appeared Mary B Lewis, who being by me duly sworn, did depose and say: that (s)he is a AVP of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of Manager of said corporation.

April Fisher

NOTARY PUBLIC

My Commission Expires: MY COMMISSION EXPIRES JANUARY 11, 2018

[Lessee signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

| Manuf. and/or Vendor Name & Invoice No. | Description of Equipment | Equipment Location |
|---|---|---|
| Harsco Rail 70015883 | Tamper – Mark IV, S/N: 7113894 | 100 Goodfellow, Delson, QC J5B 1V4 |
| Pettibone/Traverse Lift 452814 | Speedswing - 445E, S/N: SS10172-14 | 1670 Lougheed Highway, Port Coquillam, BC |
| Pettibone/Traverse Lift 452714 | Speedswing – 445E, S/N: SS10180-14 | 1505 Ch Point Noire, Sept Isles, QC G4R 4L4 |
| Knox Kershaw 47769 | Ballast regulator – KBR-860, S/N: 860-501-14 | 3000-50 STrathmoor Drive, Sherwood Park, AB T8H 2B6 |
| Knox Kershaw 47770 | Ballast regulator – KBR-850, S/N: 850-153-14 | 4320 Discover Line, Petrolia, ON N0N 1R0 |
| Nordco, Inc. 454669 | Spiker – CX, S/N: 411056 | KM Marker 242, Highway 881, Fort Nelson, BC |
| Nordco, Inc. 456322 | Spiker – CX, S/N; 411059 | 100 Goodfellow, Delson, QC J5B 1V4 |

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: 7/16/14

Edward M Luria
Edward M. Luria