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

March 31, 2016

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 Lease and Assignment, dated as of March 31, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor: The Huntington National Bank
525 Vine Street
Cincinnati, OH 45202

Assignee and
Lessor: Origin Bank
3838 Oak Lawn Ave., Ste. 1700
Dallas, TX 75219

Lessee: R.E.L.A.M., Inc.
7695 Bond Street
Glenwillow, OH 44139]

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

15 pieces of maintenance of way equipment:

Knox Kershaw, Inc. Tie Crane - KTC-1200 s/n 1200-246-16,
Nordco Inc Anchor Applicator – F, s/n 680342
Nordco Inc SP2R, s/n 310354
Harsco Tamper - Mark IV, s/n 7114375
Knox Kershaw, Inc. Ballast Regulator - KBR-860, s/n 860-540-16
Knox Kershaw, Inc. Tie Crane - KTC-1200, s/n 1200-242-16
Knox Kershaw, Inc. Tie Crane - KTC-1200, s/n 1200-244-15
Knox Kershaw, Inc. Tie Crane - KTC-1200, s/n 1200-245-16
Nordco Inc Spiker – CX, s/n 411110
Nordco Inc Spiker – CX, s/n 411131
Nordco Inc Snowfighter - M7, s/n 800600
Nordco Inc Tamper – HST, s/n 220103
Nordco Inc Tamper – HST, s/n 220104
Nordco Inc Tamper – HST, s/n 220105
Pettibone Traverse Lift Speedswing - 445F, s/n SS10276-16

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

Memorandum of Lease and Assignment.

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 LEASE AND ASSIGNMENT

dated as of March 31, 2016

between

R.E.L.A.M., INC.,
as Lessee,

THE HUNTINGTON NATIONAL BANK,
as Assignor

and

ORIGIN BANK,
as Assignee and Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2016 at _____:_____m.

MEMORANDUM OF LEASE AND ASSIGNMENT

THIS MEMORANDUM OF LEASE AND ASSIGNMENT is made and entered into as of March 31, 2016, by and among R.E.L.A.M., INC. ("Lessee"), THE HUNTINGTON NATIONAL BANK ("Assignor"), and ORIGIN BANK ("Assignee" or "Lessor") with reference to the following:

1. Assignor, as lessor, and R.E.L.A.M., INC., as lessee, have heretofore executed that certain Schedule No 009 dated as of March __, 2016 (the "Schedule") to that certain Master Lease Agreement No. 74403 dated as of May 21, 2010 (the "Agreement"), pertaining to the rail equipment more fully described in the Schedule (the "Equipment"). The Schedule incorporates by reference the terms and conditions of the Agreement and constitutes a separate instrument of lease. The Schedule, and, to the extent incorporated therein by reference, the Agreement, together with all of the riders, schedules and other attachments thereto, are collectively referred to herein as the "Lease".
2. Assignor, as assignor, and Assignee, as assignee, have executed that certain Specification of Assigned Interest dated as of the date hereof to that certain Master Assignment Agreement dated as of March 21, 2016 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease solely with respect to the Equipment identified on Exhibit No. 1 hereto (the "Assigned Equipment"), and (b) Assignor has sold the Assigned Equipment to Assignee.
3. Assignee, as Lessor under the Lease, has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, the Assigned Equipment.
4. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
5. The parties hereto wish to show for public record this Memorandum of Lease and Assignment to provide notice of the Lease and the assignment thereof.

This Memorandum of Lease and Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease and Assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment to be executed as of the date first above written.

THE HUNTINGTON NATIONAL BANK

By: Rebecca C. Stirkob
Name: Rebecca C. Stirkob
Title: Authorized Signer

ORIGIN BANK

By: _____
Name:
Title:

R.E.L.A.M., INC.

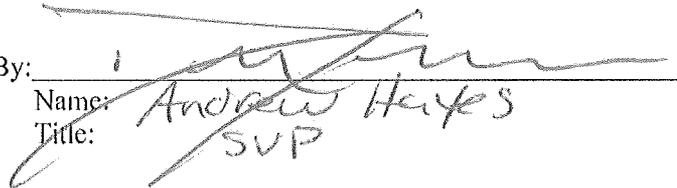
By: D. M. Horth
Name: D. M. Horth
Title: V. President

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment to be executed as of the date first above written.

THE HUNTINGTON NATIONAL BANK

By: _____
Name:
Title:

ORIGIN BANK

By: 
Name: Andrew Hayes
Title: SVP

R.E.L.A.M., INC.

By: _____
Name:
Title:

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 30th day of March, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Rebecca Stenback, who acknowledged himself/herself to be the Authorized Signer of THE HUNTINGTON NATIONAL BANK, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Authorized Signer of said national banking association by signing the name of the association by himself/herself as the Authorized Signer.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: n/a.



ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Comm. has no Expiration Date
Section 147.03 O.R.C

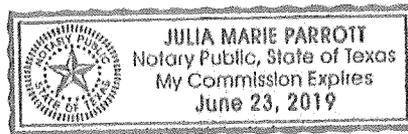
STATE OF TX)
COUNTY OF Dallas) ss.

I HEREBY CERTIFY, that on this 29 day of March, 2016, before me, the undersigned, a Notary Public of the State of TEXAS, personally appeared ANDREW HAYES, who acknowledged himself/herself to be the SVP of ORIGIN BANK, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized SVP of said Louisiana-chartered bank by signing the name of the bank by himself/herself as the SVP.

AS WITNESS my hand and notarial seal.

Julia Parrott
Notary Public

My commission expires: 6/23/19.



STATE OF OHIO)
) ss.
COUNTY OF CUYAHOGA)

I HEREBY CERTIFY, that on this 21st day of March, 2016, before me, the undersigned, a Notary Public of the State of OHIO, personally appeared D. M. HORTH, who acknowledged himself/herself to be the V. PRESIDENT of R.E.L.A.M., INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized V. PRESIDENT of said corporation by signing the name of the corporation by himself/herself as the V. PRESIDENT.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 8/26/2017.



LINDA L. ERTEL
Notary Public - State of Ohio
Commission expires 08/26/2017

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AND ASSIGNMENT

DESCRIPTION OF EQUIPMENT

<u>VENDOR</u>	<u>EQUIPMENT</u>	<u>S/N</u>
Knox Kershaw, Inc.	Tie Crane - KTC-1200	1200-246-16
Nordeo Inc	Anchor Applicator - F	680342
Nordeo Inc	SP2R	310354
Harseco	Tamper - Mark IV	7114375
Knox Kershaw, Inc.	Ballast Regulator - KBR-860	860-540-16
Knox Kershaw, Inc.	Tie Crane - KTC-1200	1200-242-16
Knox Kershaw, Inc.	Tie Crane - KTC-1200	1200-244-15
Knox Kershaw, Inc.	Tie Crane - KTC-1200	1200-245-16
Nordeo Inc	Spiker - CX	411110
Nordeo Inc	Spiker - CX	411131
Nordeo Inc	Snowfighter - M7	800600
Nordeo Inc	Tamper - HST	220103
Nordeo Inc	Tamper - HST	220104
Nordeo Inc	Tamper - HST	220105
Pettibone Traverse Lift	Speedswing - 445F	SS10276-16

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: March 31, 2016

Edward M. Luria

Edward M. Luria