

RECORDATION NO. 27560-C FILED

JUL 09 2008 -2 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 9, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

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 Agreement (Equipment Schedule No. 004), dated as of June 9, 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 Agreement (Equipment Schedule No. 001) being filed with the Board under Recordation Number 27560.

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

Lessor: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

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

Anne K. Quinlan, Esq.
July 9, 2008
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A description of the railroad equipment covered by the enclosed document is:

- 1 Gradall MOD XL3300 Excavator: serial number 3300000687.
- 2 Harsco 6700S Tampers: serial numbers 153518 and 153549.
- 1 Harsco 3000 Utility Switch Tamper: serial number 153565.
- 3 Knox Kershaw Ballast Regulators: serial numbers 26-1716-05, 850-100-08 and 850-103-08.
- 1 Knox Kershaw Plate Broom KPB-200: serial number 200-015-07.
- 1 Knox Kershaw Tie Crane KTC1200: serial number 1200-134-08.
- 2 Nordco CX Spikers: serial numbers 410788 and 410844.
- 1 Nordco Spike Puller: serial number 310094.
- 1 Nordco Super Claw LH JD 12V: serial number 350547.
- 1 Ohio CAT 315DL Hydraulic Excavator: serial number CJN00369.
- 1 Pettibone 445 Speedswing: serial number SS10011.
- 1 Racine Dual Anchor Spreader: serial number DAS-205-08.

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

Memorandum of Lease Agreement (Equipment Schedule No. 0043).

Also enclosed is a check in the amount of \$35.00 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

RECORDING 27560-C
FILED

JUL 09 '08 -2 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 004)

Dated as of June 9, 2008

between

FIFTH THIRD BANK,
Lessor

and

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

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2008, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of June 9, 2008, is made by and between R.E.L.A.M., Inc., an Ohio corporation ("Lessee"), and FIFTH THIRD BANK, an Ohio corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated July 27, 2007, together with Equipment Schedule - No. 004 dated June 9, 2008 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor the equipment as 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. The Lease Agreement does not contain a hereafter acquired clause.

4. 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 Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

FIFTH THIRD BANK

By: *Gerald Whitfield*
Name: _____
Title: Gerald Whitfield, VP

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

On this 2 day of July, 2008, before me the subscriber personally appeared Gerald Whitfield who being by me duly sworn, did depose and say: that he is a VP 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: 10-14-08



[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No. 004 dated as of June 9, 2008 to Master Equipment Lease Agreement Dated as of July 27, 2007.

Lessor: FIFTH THIRD BANK

Lessee: R.E.L.A.M., Inc., an Ohio corporation

Manuf. and/or Vendor Name & Invoice No.	Description of Equipment	Qty
Harsco Track Technologies SIV/10247147	Harsco 3000 Utility Switch Tamper S/N: 153565	1
Racine Railroad Products, Inc. 75019	Dual Anchor Spreader S/N: DAS-205-08	1
Nordco 35204	Spike Puller S/N: 310094	1
Nordco 284470	CX Spiker S/N 410844	1
Knox Kershaw Inc. 54579	Ballast Regulator S/N: 850-100-08	1
Knox Kershaw Inc. 54764	Ballast Regulator S/N: 850-103-08	1
Knox Kershaw Inc. 54693	Tie Crane KTC1200 S/N: 1200-134-08	1
Nordco 280620	CX Spiker S/N: 410788	1
Pettibone/Traverse Lift, LLC 360280	445 Speedswing S/N: SS10011	1
Southeastern Equipment Co., Inc. M25675	Gradall Mod XL3300 Excavator S/N: 3300000687	1
Harsco Track Technologies SIV/10244867	Harsco 6700 Tamper - 6717 STK S/N: 153549	1
Ohio CAT SS0000007680	CAT 315DL Hydraulic Excavator S/N: CJN00369	1
Nordco 276652	Super Claw LH JD 12V S/N. 350547	1
Harsco Track Technologies SIV/10227041	Harsco 6700 Tamper - 6717 STK S/N: 153518	1
Progress Rail Services A2G22008159	Kershaw Ballast Regulator 26-3RB S/N: 26-1716-05	1
Knox Kershaw Inc. 50104	Plate Broom KPB-200 S/N- 200-015-07	1

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: 7/9/08



Robert W. Alvord