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OF COUNSEL
URBAN A. LESTER

June 29, 2012

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 Agreement (Equipment Schedule No. 011), dated as of June 22, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously 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

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

10 pieces of Maintenance of Way Equipment: Nordco Anchor Applicator – BAAM S/N 690091, Racine Railroad Products, Inc. OTM Reclaimer S/N RC-026-09, Norco Spiker CX SN 410303RB-UG, Knox Kershaw, Inc. Ballast Regulator S/N KBR850-132, Southeastern Equipment Co. Inc. Grandall Excavator XL3300XIII S/N 30000726, Teleweld, Inc. CWR heater car, series I, Model T3C, power car S/N 3400, Pettibone/Traverse Lift LLC Speedswing 445E S/N SS10091-12, Harsco Rail Tamper 6700SJ S/N 153695, Knox Kershaw, Inc. tie handler S/N KTC1200-196-12 and Harsco Rail tie inserter model 925SS S/N 153672.

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

Memorandum of Lease Agreement (Interim Funding Schedule No. 001).

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left of the signature.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 011)

Dated as of June 22, 2012

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 _____, 20____, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of June 22, 2012 is made by and between **R.E.L.A.M., INC.**, an Ohio corporation (“Lessee”), and **FIFTH THIRD BANK**, an Ohio banking corporation (“Lessor”).

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated July 27, 2007, together with Equipment Schedule No. 011 dated June 22, 2012, (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

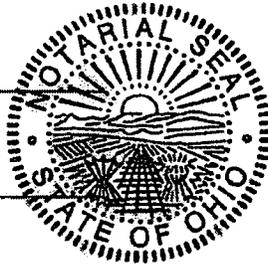
By: *Gerald Whitfield*
Name: _____
Title: Gerald Whitfield VP

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

On this 29 day of June, 2012, 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.

Amy A. Grant
NOTARY PUBLIC

My Commission Expires: _____



AMY A. GRANT
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Clermont County
My Comm. Exp. 5/31/15

[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: **Equipment Schedule No. 001 Dated June 22, 2012 to Master Equipment Lease Agreement Dated as of July 27, 2007**

Lessor: **FIFTH THIRD BANK**

Lessee: **R.E.L.A.M., INC.**

Manuf. and/or Vendor Name & Invoice No.	Description of Equipment
Nordco 176730	One (1) Anchor Applicator – BAAM S/N: 690091
Racine Railroad Products, Inc. 99164	One (1) OTM Reclaimer S/N: RC-026-09
Nordco 396844	One (1) Spiker - CX S/N: 410303RB-UG
Knox Kershaw, Inc. 33764	One (1) Ballast Regulator S/N: KBR850-132
Southeastern Equipment Co., Inc. M30519	One (1) Grandall Excavator XL3300XIII S/N: 3300000726
Teleweld, Inc. 11940	One (1) CWR Heater Car, Series I, Model T3C, Power Car S/N: 3400
Pettibone/Traverse Lift, LLC 400193	One (1) Speedswing – 445E S/N: SS10091-12
Harsco Rail 700157857	One (1) Tamper – 6700SJ@ S/N: 153695
Knox Kershaw, Inc. 34390	One (1) Tie Handler S/N: KTC1200-196-12
Harsco Rail 700158162	One (1) Tie Inserter, Model 925SS S/N: 153672

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: 6/29/12

Edward M Luria
Edward M. Luria