

MAY 31 '11 -5 46 PM

LAW OFFICES OF
LOUIS E. GITOMER, LLC. **SURFACE TRANSPORTATION BOARD**

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May 31, 2011

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease and Assignment Agreements, a primary document, dated as of April 27, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease and Assignment Agreements are:

Lessor:

Key Equipment Finance Inc.
1000 S. McCaslin Boulevard
Superior, CO 80027

Lessee:

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

Assignee:

People's Capital & Leasing Corp.
255 Bank St., 4th Floor
Waterbury, CT 06702

Ms. Cynthia T. Brown
May 31, 2011
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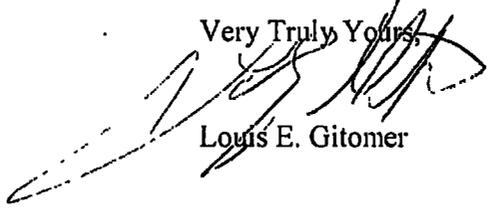
A description of the equipment covered by the Memorandum of Lease and Assignment Agreements consists of one On Track Material Reclaimer, Serial No. RC-025-08, one Dual Spike Puller, Serial No. 310177, and one Model 6700S Jupiter Tamper, Serial No. 153652.

A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease and Assignment Agreements among Key Equipment Finance Inc, 1000 S. McCaslin Boulevard, Superior, CO 80027, R.E.L.A.M., Inc, 7695 Bond Street, Glenwillow, OH 44139, and People's Capital & Leasing Corp., 255 Bank St., 4th Floor, Waterbury, CT 06702, covering one On Track Material Reclaimer, Serial No. RC-025-08, one Dual Spike Puller, Serial No. 310177, and one Model 6700S Jupiter Tamper, Serial No. 153652.

Very Truly Yours,


Louis E. Gitomer

Enclosure

RECORDATION NO. 29799 FILED

MAY 31 '11 -5 46 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENTS

dated as of April ²⁷ , 2011

among

KEY EQUIPMENT FINANCE INC.
as Lessor,

R E L A M , INC
as Lessee,

and

PEOPLE'S CAPITAL AND LEASING CORP
as Assignee

MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENTS

THIS MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENTS is made and entered into as of April 27, 2011, among KEY EQUIPMENT FINANCE INC , 1000 S McCaslin Blvd , Superior, CO 80027 ("Lessor"), R E L A M , INC , 7695 Bond Street, Glenwillow, OH 44139 ("Lessee"), and PEOPLE'S CAPITAL AND LEASING CORP , 255 Bank St , 4th Floor, Waterbury, CT 06702 ("Assignee") with reference to the following

1 Lessor entered into that certain Master Equipment Lease Agreement dated as of November 24, 2004, as amended, and Equipment Schedule No 29 dated as of April 20, 2011 (all referred to as the "Lease"), in each case with Lessee, as lessee for certain railroad equipment identified in Schedule 1, attached hereto (the "Equipment").

2 Lessor and Assignee have entered into an assignment agreement consisting of a Specification of Assigned Schedule dated April 21, 2011 to Master Assignment Agreement dated as of August 24, 2004 (the "Assignment") pursuant to which Lessor has assigned to Assignee all of its right, title and interest with respect to the Equipment and the Lease

3 The purpose of this Memorandum of Lease and Assignment Agreements is to give record notice of and evidence the Lease and the Assignment Agreement with respect to the Equipment

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

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

KEY EQUIPMENT FINANCE INC

By Debra M. Ramudio
Name DEBRA M. RAMUDIO
Title DESIGNATED SIGNER

R E L A M , INC

By _____
Name _____
Title _____

PEOPLE'S CAPITAL AND LEASING CORP

By _____
Name _____
Title _____

STATE OF Colorado)
) ss
COUNTY OF Boulder)

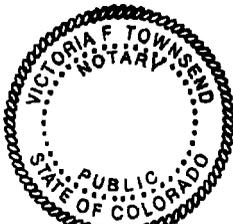
On this 27th day of April 2011, before me, Victoria F Townsend, the undersigned Notary Public, personally appeared Debra M. Zamudio, personally known to me to be the person who executed the within instrument as Designated Signer on behalf of Key Equipment Finance Inc., and acknowledged to me that the corporation executed it

[Seal]

Victoria A Townsend
Notary Public

My commission expires.

2-5-2012



My Commission Expires Feb 5, 2012

MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENTS

THIS MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENTS is made and entered into as of April ~~27~~²⁷, 2011, among KEY EQUIPMENT FINANCE INC , 1000 S McCaslin Blvd , Superior, CO 80027 ("Lessor"), R.E.L.A.M , INC , 7695 Bond Street, Glenwillow, OH 44139 ("Lessee"), and PEOPLE'S CAPITAL AND LEASING CORP., 255 Bank St., 4th Floor, Waterbury, CT 06702 ("Assignee") with reference to the following

1 Lessor entered into that certain Master Equipment Lease Agreement dated as of November 24, 2004, as amended, and Equipment Schedule No. 29 dated as of April 20, 2011 (all referred to as the "Lease"), in each case with Lessee, as lessee for certain railroad equipment identified in Schedule I, attached hereto (the "Equipment")

2 Lessor and Assignee have entered into an assignment agreement consisting of a Specification of Assigned Schedule dated ~~July 31~~^{July 31}, 2011 to Master Assignment Agreement dated as of August 24, 2004 (the "Assignment") pursuant to which Lessor has assigned to Assignee all of its right, title and interest with respect to the Equipment and the Lease

3. The purpose of this Memorandum of Lease and Assignment Agreements is to give record notice of and evidence the Lease and the Assignment Agreement with respect to the Equipment.

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

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

KEY EQUIPMENT FINANCE INC

By: _____
Name: _____
Title: _____

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

By: *D M North*
Name D M NORTH
Title V. PRESIDENT

PEOPLE'S CAPITAL AND LEASING CORP

By _____
Name _____
Title _____

STATE OF OHIO)
) ss
COUNTY OF CUYAHOGA)

On this 27TH day of April 2011, before me, LINDA L. ERTEL, the undersigned Notary Public, personally appeared D. M. HORTH personally known to me to be the person who executed the within instrument as V. PRESIDENT on behalf of RELAM, Inc, and acknowledged to me that the corporation executed it



LINDA L. ERTEL
Notary Public - State of Ohio
My Commission Expires April 24, 2012

Linda L. Ertel
Notary Public

My commission expires
APRIL 24, 2012

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

KEY EQUIPMENT FINANCE INC

By _____
Name _____
Title _____

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

By _____
Name _____
Title _____

PEOPLE'S CAPITAL AND LEASING CORP

By William J.
Name William J. ...
Title: Vice President

SCHEDULE 1

VENDOR	QTY	EQUIPMENT DESCRIPTION
Racine Railroad Products, Inc.	1	On Track Material Reclaimer, Serial No. RC-025-08
Nordco Inc	1	SP2R Dual Spike Puller, Serial No 310177
Harsco Rail	1	Model 6700S Jupiter Tamper, Serial No 153652