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June 2, 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

RECORDATION NO. 27746-A FILED

JUN 02 '11 -1 5 6 PM

SURFACE TRANSPORTATION BOARD

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 Amended and Restated Lease Agreements and Partial Termination, a primary document, dated as of May 4, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Amended and Restated Lease Agreements and Partial Termination are:

Lessor:

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

Lessee:

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

A description of the equipment covered by the Memorandum of Amended and Restated Lease Agreements and Partial Termination consists of (1) the following equipment subject to the lease, one Dual Anchor Spreader numbered DAS-200-07, one Dual Anchor Spreader numbered DAS-201-07, one Dual Anchor Adjuster numbered DAS-255-07, one Dual Anchor Spreader numbered DAS-198-07, one Tripp machine numbered 760367, one Dual Anchor Adjuster numbered DAA-256-07, and one 6700 Tamper numbered 153650; and (2) the following equipment being released from prior leases, one Tie Plate

Ms. Cynthia T. Brown
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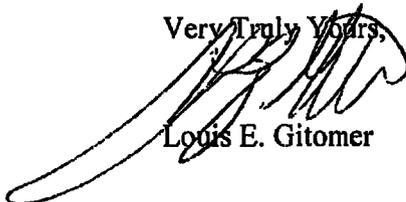
Insertor numbered TPI-031-07, one 6700 Tamper numbered 153548, and one KBR 925 Ballast Regulator numbered 925-020-07.

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 Amended and Restated Lease Agreements and Partial Termination between People's Capital & Leasing Corp., 255 Bank St., 4th Floor, Waterbury, CT 06702, and R.E.L.A.M., Inc., 7695 Bond Street, Glenwillow, OH 44139, covering (1) the following equipment subject to the lease, one Dual Anchor Spreader numbered DAS-200-07, one Dual Anchor Spreader numbered DAS-201-07, one Dual Anchor Adjuster numbered DAS-255-07, one Dual Anchor Spreader numbered DAS-198-07, one Tripp machine numbered 760367, one Dual Anchor Adjuster numbered DAA-256-07, and one 6700 Tamper numbered 153650; and (2) the following equipment being released from prior leases, one Tie Plate Insertor numbered TPI-031-07, one 6700 Tamper numbered 153548, and one KBR 925 Ballast Regulator numbered 925-020-07 .

Very Truly Yours,


Louis E. Gitomer

Enclosure

RECORDATION NO. 27746-A FILED

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENTS AND
PARTIAL TERMINATION**

dated as of May 4, 2011

between

PEOPLE'S CAPITAL AND LEASING CORP.
as Lessor,

and

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

**MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENTS AND
PARTIAL TERMINATION**

THIS MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENTS AND PARTIAL TERMINATION is made and entered into as of May 4, 2011, between PEOPLE'S CAPITAL AND LEASING CORP., 255 Bank St., 4th Floor, Waterbury, CT 06702 ("Lessor"), and R.E.L.A.M., INC., 7695 Bond Street, Glenwillow, OH 44139 ("Lessee"), with reference to the following:

1. Lessor entered into that certain Master Equipment Lease Agreement dated as of December 11, 2007, as amended, and Equipment Schedule No 01 dated as of December 11, 2007, as amended, (all referred to as the "2007 Master Lease"), in each case with Lessee, as lessee for certain railroad equipment identified therein.

2. Lessor entered into that certain Master Equipment Lease Agreement dated as of August 27, 2008, as amended, and Equipment Schedule No. 02 dated as of August 27, 2008 (all referred to as the "2008 Master Lease"), in each case with Lessee, as lessee for certain railroad equipment identified therein.

3. The purpose of this Memorandum of Amended and Restated Lease Agreements and Partial Termination is to give record notice of and evidence (i) the 2007 Master Lease and the 2008 Master Lease with respect to the equipment identified in Attachment – Schedule of Equipment Subject to Lease; and (ii) for good and valuable consideration, the receipt and sufficiency of which are acknowledged, to terminate, release, and discharge the security interest in the equipment identified in Attachment – Released Equipment.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

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

By: Albert J. Kolb Jr. Attorney In Fact
Name: Albert J. Kolb Jr.
Title: Vice President

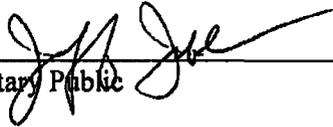
PEOPLE'S CAPITAL AND LEASING CORP.

By: Albert J. Kolb Jr.
Name: Albert J. Kolb Jr.
Title: Vice President

STATE OF CONNECTICUT)
) ss.
COUNTY OF NEW HAVEN)

On this 1st day of June 2011, before me, Jeff Jablon, the undersigned Notary Public, personally appeared Albert J. Kelly, Jr. personally known to me to be the person who executed the within instrument pursuant to a power of attorney duly executed on behalf of R E.L.A.M., Inc , and acknowledged to me that the corporation executed it.

[Seal]



Notary Public

My commission expires:

JEFF JABLON
Notary Public-Connecticut New Haven County
My Commission Expires March 30 2012

People's Capital and Leasing Corp.
255 Bank St. 4th Floor
Waterbury, CT 06702
Tel: (203) 754-9000 Fax: (203) 591-1882

LIMITED POWER OF ATTORNEY

STATE OF CT

COUNTY OF Waterbury

KNOW ALL PERSONS BY THESE PRESENTS, that R.E.L.A.M., INC., an Ohio corporation located at 7695 Bond Street, Glenwillow, OH 44139 ("Customer"), hereby appoints and constitutes **People's Capital and Leasing Corp.** and its employees and agents (collectively, "Appointee") its true and lawful attorney, with full power and authority to make and execute any documents and perform any act required to perfect Appointee's security or other interest in any and all equipment or inventory subject to any lease, loan or other financing between Appointee and Customer including but not limited to executing memoranda of leases or security agreements for filing with the Surface Transportation Board. This power is irrevocable and shall be deemed coupled with an interest

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

By [Signature]

Print Name [Name]

Print Title [Title]

Sworn to and subscribed before me this 27th day of April, 2011

[Signature]
NOTARY PUBLIC

My commission expires 4-24-12, 2012



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

ATTACHMENT – SCHEDULE OF EQUIPMENT SUBJECT TO LEASE

Schedule 1

1 Dual Anchor Spreader numbered DAS-200-07

1 Dual Anchor Spreader numbered DAS-201-07

1 Dual Anchor Adjuster numbered DAS-255-07

1 Dual Anchor Spreader numbered DAS-198-07

1 Tripp machine numbered 760367

Schedule 2

1 Dual Anchor Adjuster numbered DAA-256-07

1 6700 Tamper numbered 153650

ATTACHMENT – RELEASED EQUIPMENT

1 Tie Plate Inserter numbered TPI-031-07

1 6700 Tamper numbered 153548

1 KBR 925 Ballast Regulator numbered 925-020-07