

May 23, 2012 08:17 AM

SURFACE TRANSPORTATION BOARD

OSTER RESEARCHING SERVICES

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Mt. Airy, Maryland 21771
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May 23, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the U.S. Code is the following document:

Memorandum of Lease Agreement 5/17/12

Lessor: Huntington National Bank
 105 East Fourth Street, Suite 200C
 Cincinnati, OH 45202

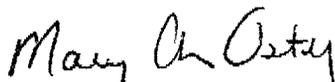
Lessee: R.E.L.A.M., Inc.
 7995 Bond Street
 Glenwillow, OH 44139

New Equipment: 1, Speedswing-445E - SS10090-12
 1, Tamper - #7113411

Released Equipment: 1, Ballast Regulator - #850-117-09
 1, Tamper - #153611

Please file this agreement as a secondary document to STB Recordation #29764. The filing fee of \$41 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF LEASE AGREEMENT

dated as of May 17, 2012

between

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

and

THE HUNTINGTON NATIONAL BANK
as Lessor

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

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 17, 2012, by and between R.E.L.A.M., INC. ("Lessee") and THE HUNTINGTON NATIONAL BANK ("Lessor"), with reference to the following:

1. Pursuant to that certain Master Lease Agreement No. 74403 dated May 21, 2010 ("Master Agreement") and the related Financing Lease Schedule No. 01 (together with all of the riders and other attachments thereto, collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee those certain railcars described on Exhibit No. 1 attached hereto and incorporated herein (the "Railcars").

Lessor owns all rights, title and interest in the Railcars under the Lease Agreement including, without limitation, the right for Lessor to directly enter into various schedules with Lessee (which such schedule shall incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee.

2. 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.

3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

4. Lessor and Lessee hereby agree to amend that certain filing with the Surface Transportation Board, Recordation # 29764, filed on May 4, 2011 ("Filing"). The Filing shall be amended so that following equipment is released:

Knox Kershaw Ballast Regulator	850-117-09
Harsco Rail 6700 Tamper	153611

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

THE HUNTINGTON NATIONAL BANK

By: Jessica Gourash
Name: Jessica Gourash
Title: Authorized Signatory

STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

I HEREBY CERTIFY, that on this 18th day of May, 2012, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Jessica Gourash, who acknowledged herself to be an 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 executed the same for the purposes therein contained as the duly authorized signatory of said company by signing the name of the company by himself as the authorized signatory.

AS WITNESS my hand and notarial seal.

Held Lynn Closter
Notary Public

My commission expires: 6-19-2015



Held Lynn Closter
Notary Public, State of Ohio
My Commission Expires 06-19-2015

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF RAILCARS

Manufacturer	Description	Serial No
Harsco Rail	Tamper- Mark IV	7113411
Pettibone/ Traverse Lift, LLC	Speedswing- 445E	SS10090-12