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RECORDATION NO. 30744-A FILED
December 1, 2016 11:30 AM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

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December 1, 2016

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 an Amended and Restated Memorandum of Lease Agreement, dated as of December 1, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, OH 45202
Lessee:	R.E.L.A.M., Inc. 7695 Bond Street Glenwillow, OH 44139

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

2 pieces of maintenance of way equipment RELEASED:
1 Nordco Spiker with Nipper Gauger CX, S/N: 411020; and
1 Knox Kershaw Ballast Regulator KBR850-139, S/N: 850-139-12.

2 piece of maintenance of way equipment ADDED:
1 Nordco CX Spiker S/N: 411109; and
1 Nordco Anchor Applicator Model F S/N 680341.

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

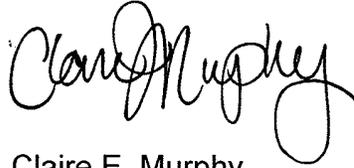
Amended and Restated Memorandum of Lease Agreement.

Section Chief
December 1, 2016
Page 2

Also enclosed is a check in the amount of \$45.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

dated as of December 1, 2016

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

on _____, 2016 at _____:_____.m.

AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

THIS AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 1, 2016, by and between R.E.L.A.M., INC. ("Lessee") and THE HUNTINGTON NATIONAL BANK ("Lessor"), with reference to the following:

1. Lessor and Lessee have heretofore executed that certain Financing Lease Schedule No. 005 dated as of May 23, 2013 (the "Schedule"), incorporating by reference the terms and conditions of that certain Master Lease Agreement No. 74403 dated as of May 21, 2010 (the "Master Agreement"), pertaining to the rail equipment more fully described in the Schedule (the "Equipment"). The Schedule, and, to the extent incorporated therein by reference, the Master Agreement, together with all of the riders, schedules and other attachments thereto, are collectively referred to herein as the "Lease".
2. A Memorandum of Lease Agreement dated as of May 23, 2013 (the "Memorandum of Lease") between Lessor and Lessee covering the Lease and the Equipment was recorded with the Surface Transportation Board on June 3, 2013 under Recordation No. 30744.
3. Lessor and Lessee have entered into that certain Collateral Substitution Agreement dated as of December 8, 2015 (the "Collateral Agreement") pursuant to which the parties agreed to release from the Memorandum of Lease that certain rail equipment described on Exhibit No. 1 attached hereto (the "Released Equipment") and to include under the Memorandum of Lease that certain rail equipment described on Exhibit No. 2 attached hereto (the "Substituted Equipment").
4. The parties hereto wish to show for public record this Amended and Restated Memorandum of Lease Agreement to provide notice of the substitution in the Equipment made pursuant to the Collateral Agreement.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

THE HUNTINGTON NATIONAL BANK

By: Stephanie M. Dole
Name: Stephanie M. Dole
Title: Staff Officer

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

By: D. M. Horth
Name: D. M. HORTH
Title: V. PRESIDENT

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 1st day of December, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie McOole, who acknowledged himself/herself to be the staff officer 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/she executed the same for the purposes therein contained as the duly authorized staff officer of said national banking association by signing the name of the association by himself/herself as the staff officer.

AS WITNESS my hand and notarial seal.

Alexandra Dressman
Notary Public

My commission expires: N/A.

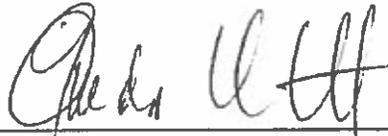


ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Comm. has no Expiration Date
Section 147.03 O.R.C.

STATE OF OHIO)
) ss.
COUNTY OF CUYAHOGA)

I HEREBY CERTIFY, that on this 1st day of December, 2016, before me, the undersigned, a Notary Public of the State of OHIO, personally appeared D. M. HORTH, who acknowledged himself/herself to be the V. PRESIDENT of R.E.L.A.M., INC., known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized OFFICER of said company by signing the name of the company by himself/herself as the V. PRESIDENT.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 8/26/17.



LINDA L. ERTEL
Notary Public - State of Ohio
My Commission Expires 08/26/17

EXHIBIT NO. 1
TO AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RELEASED EQUIPMENT

<u>VENDOR</u>	<u>EQUIPMENT</u>	<u>S/N</u>	<u>LOCATION</u>
Nordco	Spiker with Nipper Gauger CX	411020	555 Oak Street East North Bay, ON P1B 8L3, Canada
Knox Kershaw	Ballast Regulator KBR850-139	850-139-12	7695 Bond Street Glenwillow, OH 44139

EXHIBIT NO. 2
TO AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF SUBSTITUTED EQUIPMENT

<u>VENDOR</u>	<u>EQUIPMENT</u>	<u>S/N</u>	<u>LOCATION</u>
Nordco	CX Spiker	411109	100 Goodfellow Delson, Quebec J5B 1V4, Canada
Nordco	Anchor Applicator Model F	680341	50 Strathmoor Drive Sherwood Park, AB T8H 2B6, Canada

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: December 1, 2016



Claire E. Murphy