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RECORDATION NO. 30744-B FILED
December 23, 2016 11:30 AM
SURFACE TRANSPORTATION BOARD

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

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December 23, 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 a Memorandum of Assignment of Lease, dated as of December 23, 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:

Assignor:	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, OH 45202
Assignee:	Banc of America Leasing & Capital, LLC One Financial Plaza Providence, RI 02901
[Lessee:	R.E.L.A.M., Inc. 7695 Bond Street Glenwillow, OH 44139]

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

7 pieces of maintenance of way equipment:
1 Geismar Crane 360 KGT, Rail Road Loader S/N 4758;
1 Harsco Rail Tamper 2400, S/N 153725;
1 Nordco Anchor Applicator Model F: S/N 680341;
1 Nordco Dual Spike Puller SP2R, S/N 310246;
1 Nordco Spiker CX S/N 411018;
1 Nordco CX Spiker S/N: 411109; and
1 Nordco Anchor Applicator Model F S/N 680341.

Section Chief
December 23, 2016
Page 2

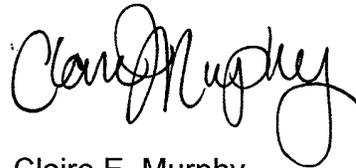
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

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 initial "C".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 23, 2016

between

THE HUNTINGTON NATIONAL BANK,
as Assignor

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on December ____, 2016 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 23, 2016, by and between THE HUNTINGTON NATIONAL BANK (the "Assignor") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignee"), with reference to the following:

Assignor, as Lessor, and R.E.L.A.M., INC. ("RELAM"), as Lessee, have heretofore executed that certain Master Lease Agreement No. 74403 dated as of May 21, 2010 (the "Agreement"), and, pursuant thereto, that certain Financing Lease Schedule No. 005 dated as of May 23, 2013 (as amended and together with all exhibits, riders and other attachments thereto, the "Schedule", and together with the Agreement, solely to the extent the Agreement is incorporated into the Schedule by reference, collectively, the "Lease"), pertaining to the equipment described therein and further described on Exhibit No. 1 attached hereto (the "Equipment").

A Memorandum of Lease dated May 23, 2013 between Assignor, as Lessor and RELAM, as Lessee, covering the Lease and the Equipment was recorded at the Surface Transportation Board (the "Board") on June 3, 2013 under Recordation No. 30744. An Amended and Restated Memorandum of Lease dated December 1, 2016 between Assignor, as Lessor and RELAM, as Lessee, covering the Lease and the Equipment was recorded at the Board on December 1, 2016 under Recordation No. 30744-A.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of December 23, 2016 to that certain Master Assignment Agreement dated as of December 23, 2016, as the same may be amended and supplemented from time to time, by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Equipment, and (b) Assignor has sold the assigned Equipment to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Equipment described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Equipment.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

THE HUNTINGTON NATIONAL BANK

By: Stephanie Middle
Name: Stephanie Middle
Title: Staff officer

BANC OF AMERICA LEASING & CAPITAL, LLC

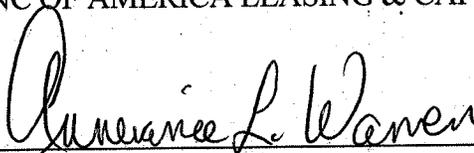
By: _____
Name:
Title:

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

THE HUNTINGTON NATIONAL BANK

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By:  _____
Name: **Annemarie L. Warren**
Title: **Vice President**

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 15th day of December, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie McDole, who acknowledged himself/herself to be the staff officer of THE HUNTINGTON NATIONAL BANK, a national banking association, 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.

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE

DESCRIPTION OF EQUIPMENT

VENDOR	EQUIPMENT	S/N
Geismar	Crane, 360 KGT, Rail Road Loader	4758
Harsco	Rail Tamper 2400	153725
Nordco	Anchor Applicator Model F	680341
Nordco	Dual Spike Puller SP2R	310246
Nordco	Spiker CX	411018
Nordco	CX Spiker	411109
Pettibone	445 Speedswing	SS10130-13

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 23, 2016



Claire E. Murphy