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

April 23, 2014

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 Lease Agreement, dated as of April 23, 2014, primary 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 Cincinnati, OH 45202
Lessee:	Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, WV 25070

Section Chief
April 23, 2014
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A description of the railroad equipment covered by the enclosed document is:

39 gondola railcars within the series ESIX 100155 – ESIX 100351 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of April 23, 2014

between

RAIL CONNECTION, INC.,
as Lessee

and

THE HUNTINGTON NATIONAL BANK
as Lessor

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

on April __, 2014 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April ~~23~~, 2014, by and between RAIL CONNECTION, INC. ("Lessee") and THE HUNTINGTON NATIONAL BANK ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Units").

All of such Units are more fully described in that certain Schedule No. 41 dated as of April ~~23~~ 2014 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Master Lease Agreement No. 6243 dated as of October 16, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and 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.

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: 
Name: Dmy R. Phillips
Title: Assistant Vice President

RAIL CONNECTION, INC.

By: 
Name: Warren R. Higgenbotham
Title: V.P.

STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

I HEREBY CERTIFY, that on this 23rd day of April, 2014, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Amy R. Phillips, who acknowledged himself/herself to be the Assistant Vice President 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 Assistant Vice Pres. of said company by signing the name of the company by himself/herself as the Assistant Vice President

AS WITNESS my hand and notarial seal.

Jessica J. Gourash
Notary Public, State of Ohio

My commission expires: January 3, 2016



JESSICA J. GOURASH
Notary Public, State of Ohio
My Comm. Expires 01-03-2016

STATE OF WV)
)
COUNTY OF Putnam) ss.

I HEREBY CERTIFY, that on this 23 day of April, 2014, before me, the undersigned, a Notary Public of the State of WV, personally appeared Maureen F. Gunnell who acknowledged himself to be the Vice-President of RAIL CONNECTION, INC., 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 Vice-President of said company by signing the name of the company by himself as the Vice-President.

AS WITNESS my hand and notarial seal.

Maureen F. Gunnell
Notary Public

My commission expires: 12-15-16.

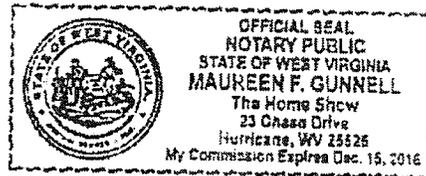


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

Thirty-nine (39) 1975 Darby built steel flat bottom gondolas, bearing the following road marks and numbers:

<u>Mark</u>	<u>Car Number</u>	<u>Car Make</u>	<u>Car Year</u>
ESIX	100155	Darby	1975
ESIX	100156	Darby	1975
ESIX	100158	Darby	1975
ESIX	100164	Darby	1975
ESIX	100168	Darby	1975
ESIX	100185	Darby	1975
ESIX	100190	Darby	1975
ESIX	100192	Darby	1975
ESIX	100201	Darby	1975
ESIX	100202	Darby	1975
ESIX	100208	Darby	1975
ESIX	100210	Darby	1975
ESIX	100212	Darby	1975
ESIX	100217	Darby	1975
ESIX	100218	Darby	1975
ESIX	100220	Darby	1975
ESIX	100224	Darby	1975
ESIX	100231	Darby	1975
ESIX	100234	Darby	1975
ESIX	100242	Darby	1975
ESIX	100247	Darby	1975
ESIX	100250	Darby	1975
ESIX	100259	Darby	1975
ESIX	100267	Darby	1975
ESIX	100276	Darby	1975
ESIX	100277	Darby	1975
ESIX	100284	Darby	1975
ESIX	100285	Darby	1975
ESIX	100291	Darby	1975
ESIX	100305	Darby	1975
ESIX	100310	Darby	1975

ESIX	100316	Darby	1975
ESIX	100317	Darby	1975
ESIX	100323	Darby	1975
ESIX	100332	Darby	1975
ESIX	100333	Darby	1975
ESIX	100334	Darby	1975
ESIX	100345	Darby	1975
ESIX	100351	Darby	1975

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 4/23/14

Edward M Luria

Edward M. Luria