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

May 14, 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 Assignment of Lease, dated as of May 12, 2014, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27912-F.

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

Assignee: The Huntington National Bank
105 East Fourth Street
Cincinnati, OH 45202

Assignor: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

[Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202]

Section Chief
May 14, 2014
Page 2

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

54 gondola railcars within the series DJTX 315109 – DJTX 315334 as more particularly set forth in the attachment to the document

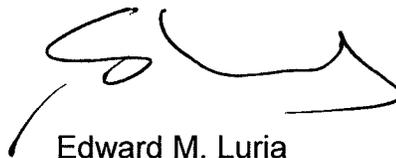
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

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. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of May 12, 2014

between

THE HUNTINGTON NATIONAL BANK
as Assignee

and

RAIL CONNECTION, INC.
as Assignor

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of May 12, 2014, by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and RAIL CONNECTION, INC. (the "Assignor"), with reference to the following:

Assignor, as borrower, and Assignee, as lender, have entered into Promissory Note No. 042 dated May 12, 2014 to that certain Master Rail Equipment Loan and Security Agreement No. 6243 dated as of May 12, 2014 (collectively, the "Loan Documents").

The Loan Documents finance the acquisition of those items of rail equipment described therein and further described on Exhibit No. 1 attached hereto (the "Railcars") and also prohibit leasing or use of the Railcars by parties other than by the Borrower without the prior written consent of the Lender.

Assignor and CSX Transportation, Inc, as Lessee, have heretofore executed that certain Railroad Master Equipment Lease dated as of December 29, 2006, and, pursuant thereto, that certain Schedule No. 004 dated January 29, 2014 (collectively, the "Lease"), pertaining to the Railcars.

Assignor and Assignee have entered into that certain Leasing Consent and Assignment dated as of May 12, 2014 (the "Leasing Consent") pursuant to which Assignor has pledged, transferred and assigned to Assignee a first priority security interest in any and all leases, related to the Railcars.

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

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

THE HUNTINGTON NATIONAL BANK

By: 

Name:

Title:

Amy R. Phillips
Assistant Vice President

RAIL CONNECTION, INC.

By: 

Name:

Title:

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF SUBLEASES
DESCRIPTION OF RAILCARS

RAILCARS:

	<u>52' mill gons. 1981 built</u>	
1	DJTX	315109
2	DJTX	315111
3	DJTX	315113
4	DJTX	315116
5	DJTX	315119
6	DJTX	315120
7	DJTX	315124
8	DJTX	315125
9	DJTX	315153
10	DJTX	315251
11	DJTX	315254
12	DJTX	315256
13	DJTX	315257
14	DJTX	315258
15	DJTX	315262
16	DJTX	315263
17	DJTX	315264
18	DJTX	315267
19	DJTX	315271
20	DJTX	315275
21	DJTX	315276
22	DJTX	315279
23	DJTX	315280
24	DJTX	315283
25	DJTX	315284
26	DJTX	315285
27	DJTX	315286
28	DJTX	315288
29	DJTX	315289
30	DJTX	315290
31	DJTX	315292
32	DJTX	315295
33	DJTX	315297
34	DJTX	315299
35	DJTX	315300

STB Lease Assign Memo

WCSR 30488267v1

36	DJTX	315301
37	DJTX	315302
38	DJTX	315303
39	DJTX	315304
40	DJTX	315305
41	DJTX	315306
42	DJTX	315309
43	DJTX	315312
44	DJTX	315314
45	DJTX	315315
46	DJTX	315319
47	DJTX	315320
48	DJTX	315321
49	DJTX	315325
50	DJTX	315328
51	DJTX	315330
52	DJTX	315331
53	DJTX	315332
54	DJTX	315334

LEASE:

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: 5/14/14

Edward M Luria
Edward M. Luria