

**OSTER RESEARCHING SERVICES**  
12897 Colonial Drive  
Mt. Airy, MD 21771  
Office/FAX: 301-253-6040  
Cell: 301-775-9380  
[www.osterresearchingservices.com](http://www.osterresearchingservices.com)  
[maryannoster@comcast.net](mailto:maryannoster@comcast.net)

October 3, 2013

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 dated 9/27/13

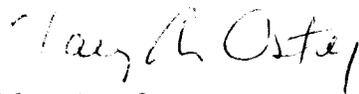
Lessor:           Huntington National Bank  
105 East Fourth Street, Suite 120  
Cincinnati, OH 45202

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

Equipment:      122, Used Open-top Hoppers  
SOO 62919-63041, NI

Please record this agreement as a primary document. The filing fee of \$44 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

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MEMORANDUM OF LEASE AGREEMENT

dated as of September 27, 2013

between

RAIL CONNECTION, INC.  
as Lessee

and

THE HUNTINGTON NATIONAL BANK  
as Lessor

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

on \_\_\_\_\_, 2013 at \_\_\_\_\_:\_\_\_\_\_m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 27, 2013 by and between **RAIL CONNECTION, INC.**, a West Virginia corporation ("Lessee") and **THE HUNTINGTON NATIONAL BANK**, a national banking association ("Lessor"), with reference to the following:

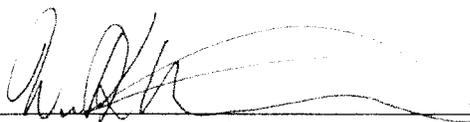
1. Pursuant to that certain Master Lease Agreement No. 6243 dated October 16, 2006 ("Master Agreement") and the related Financing Lease Schedule No. 39 dated as of September 27, 2013 ("Schedule"), Lessor leased to the Lessee the railroad cars identified on **Exhibit No. 1** attached hereto and made a part hereof. Such Master Lease and Schedule, and any amendments, replacements or modifications thereto, are collectively referred to herein as the "Lease".
2. The addresses of Lessor and Lessee are as follows:  
  
Lessor: The Huntington National Bank  
Equipment Finance Division  
105 E. Fourth Street, Suite 200C  
Cincinnati, Ohio 45202  
  
Lessee: Rail Connection, Inc.  
737 Eleanor Industrial Park  
Eleanor, WV 25070
3. 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.

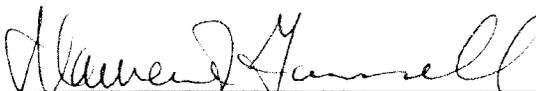
**RAIL CONNECTION, INC.,**  
a West Virginia corporation

By:   
Name: Warren K. Higginbotham  
Title: Vice President

STATE OF WV )  
 ) ss.  
COUNTY OF Putnam )

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of September, 2013, before me, the undersigned, a Notary Public of the State of WV, personally appeared Warren K. Higginbotham who acknowledged himself to be the Vice-President of **RAIL CONNECTION, INC.**, a West Virginia corporation, 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.

  
Notary Public

My commission expires: 12-15-16.

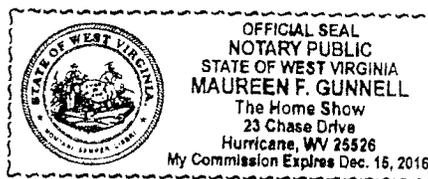




EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT  
DESCRIPTION OF RAILCARS

**One Hundred Twenty Two (122) Used Open Top Hoppers Currently Bearing the Following Railroad Car Marks:**

SOO62919	SOO62961	SOO63002
SOO62920	SOO62962	SOO63003
SOO62921	SOO62963	SOO63004
SOO62922	SOO62964	SOO63005
SOO62923	SOO62965	SOO63006
SOO62924	SOO62966	SOO63007
SOO62925	SOO62967	SOO63008
SOO62926	SOO62968	SOO63009
SOO62927	SOO62969	SOO63010
SOO62928	SOO62970	SOO63011
SOO62929	SOO62971	SOO63012
SOO62930	SOO62972	SOO63013
SOO62931	SOO62973	SOO63014
SOO62932	SOO62974	SOO63015
SOO62933	SOO62975	SOO63016
SOO62934	SOO62976	SOO63017
SOO62935	SOO62977	SOO63018
SOO62936	SOO62978	SOO63019
SOO62937	SOO62979	SOO63020
SOO62938	SOO62980	SOO63021
SOO62939	SOO62981	SOO63022
SOO62940	SOO62982	SOO63023
SOO62941	SOO62983	SOO63024
SOO62942	SOO62984	SOO63025
SOO62943	SOO62985	SOO63026
SOO62944	SOO62986	SOO63027
SOO62945	SOO62987	SOO63028
SOO62946	SOO62988	SOO63029
SOO62947	SOO62989	SOO63030
SOO62948	SOO62990	SOO63031
SOO62949	SOO62991	SOO63032
SOO62950	SOO62992	SOO63033
SOO62951	SOO62993	SOO63034
SOO62952	SOO62994	SOO63035
SOO62953	SOO62995	SOO63036
SOO62955	SOO62996	SOO63037
SOO62956	SOO62997	SOO63038
SOO62957	SOO62998	SOO63039
SOO62958	SOO62999	SOO63040
SOO62959	SOO63000	SOO63041
SOO62960	SOO63001	