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February 21, 2014

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 12/20/13

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: 85, 4750 cf Covered Hoppers
 KO 014063-140630
 PCC 014077-020325
 PLCX 019980
 PLWX 023345, 023507
 PTLX 015091, 017189

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

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF LEASE AGREEMENT

dated as of December 20 2013

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 December 20 2013 at : .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December ~~20~~ 2013, 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. 40 dated as of December ~~20~~ 2013 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: Amy R. Phillips
Title: Assistant Vice President

RAIL CONNECTION, INC.

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

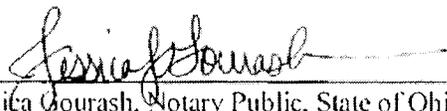
STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

I HEREBY CERTIFY, that on this 20th day of December, 2013, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Amy R. Phillips, who acknowledged himself 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 executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said company by signing the name of the company by himself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.



JESSICA J. COURASH
Notary Public, State of Ohio
My Comm. Expires 03-2-14



Jessica Courash, Notary Public, State of Ohio

My commission expires: January 3, 2016.

STATE OF West Virginia)
) ss.
COUNTY OF Putnam)

I HEREBY CERTIFY, that on this 20 day of December, 2013, before me, the undersigned, a Notary Public of the State of West Virginia, personally appeared Warren K. Higginbotham 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.

Sara D. Thomas
Notary Public

My commission expires: December 9 2017

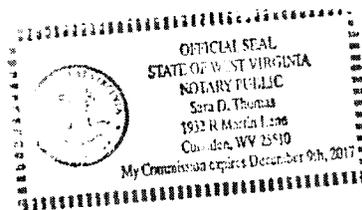


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

Eighty-five (85) 4750 c.f. covered hopper railcars bearing reporting marks:

KO 014063	KO 020051	KO 023482	KO 041363
KO 014072	KO 020243	KO 023484	KO 080220
KO 014782	KO 020259	KO 023490	KO 080221
KO 014810	KO 020277	KO 023501	KO 080223
KO 015068	KO 022102	KO 023514	KO 120509
KO 015347	KO 022502	KO 023519	KO 140630
KO 015600	KO 023386	KO 023526	PCC014077
KO 015643	KO 023390	KO 023528	PCC015362
KO 015732	KO 023392	KO 024054	PCC015484
KO 016025	KO 023396	KO 024088	PCC015593
KO 016057	KO 023402	KO 026351	PCC015597
KO 016126	KO 023418	KO 027029	PCC015602
KO 016378	KO 023428	KO 027463	PCC015610
KO 016651	KO 023437	KO 031991	PCC019909
KO 017014	KO 023443	KO 033946	PCC020238
KO 017836	KO 023447	KO 034904	PCC020325
KO 018127	KO 023463	KO 035196	PLCX019980
KO 018306	KO 023466	KO 035237	PLWX023345
KO 018612	KO 023473	KO 041180	PLWX023507
KO 019247	KO 023475	KO 041208	PTLX015091
KO 019283	KO 023480	KO 041331	PTLX017189
KO 019787			