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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 Assignment and Assumption Agreement, dated as of April 23, 2014, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 31176.

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

Section Chief
April 23, 2014
Page 2

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 Assignment and Assumption 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,



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

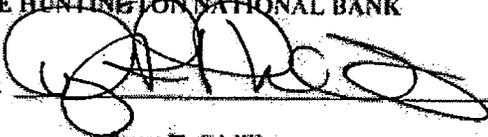
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of April 23, 2014, by and between RAIL CONNECTION, INC., a West Virginia corporation ("Assignor") and THE HUNTINGTON NATIONAL BANK, a national banking association ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Purchase and Sale Agreement dated as of March 17, 2014, between BANGOR & AROOSTOOK, INC. a Maine corporation, ("Seller"), and Assignor, as buyer, (the "Purchase Agreement"), transferring thirty-nine (39) railcars bearing the railroad reporting markings set forth on Schedule I hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below even if filed subsequent thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Payment Date set forth in the Purchase Agreement.

THE HUNTINGTON NATIONAL BANK

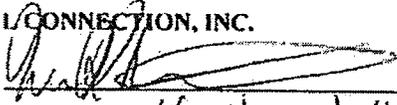
By: 

Name: Amy R. Phillips

Assistant Vice President

Title: _____

RAIL CONNECTION, INC.

By: 

Name: Warren K. Higginbotham

Title: V.P.

STATE OF OHIO)
) SS:
COUNTY OF FRANKLIN)

On this 23rd day of April, 2014, before me the subscriber, Jessica J. Gourash, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Arny B. Phillips, to me personally known, who stated and acknowledged that he is the Assistant Vice President of The Huntington National Bank, a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said national banking association in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said national banking association and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said national banking association, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23rd day of April, 2014.



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

Jessica J. Gourash
(Notary Signature)

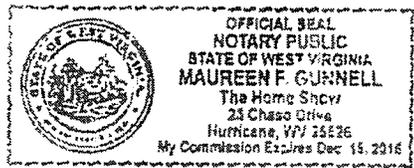
My commission expires:

January 3, 2016

STATE OF WV)
) SS:
COUNTY OF Putnam)

On this 23 day of April, 2014, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham, to me personally known, who stated and acknowledged that he is the Vice-President of Rail Connection Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23 day of April, 2014.



Maureen F. Gunnell
(Notary Signature)

My commission expires:
12-15-16

Schedule I

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