

**OCT 28 '08 -2 30 PM**

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**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 28, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of April 23, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 27295.

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

- Lessor:** Babcock & Brown Rail Funding LLC  
885 Second Avenue, 49th Floor  
New York, NY 10017
- Lessee:** Rail Connection, Inc.  
737 Eleanor Industrial Park  
Eleanor, WV 25070

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

104 gondola railcars within the series BNBX 640000 - BNBX 640109 (previously bearing CWEX reporting marks) 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 Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

OCT 28 '08 -2 30 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 23<sup>d</sup> day of April, 2008, to that certain Master Full Service Railcar Lease dated as of April 23, 2008, between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and RAIL CONNECTION, INC., a West Virginia corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of April 23, 2008 and that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

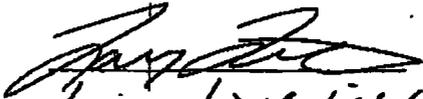
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the date first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By:   
Name: Lanny Littlefield  
Title: Vice President  
Date: 5/2/08

RAIL CONNECTION, INC., as Lessee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the date first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

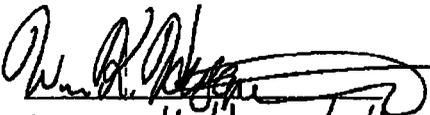
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

RAIL CONNECTION, INC., as Lessee

By:  \_\_\_\_\_

Name: Warren K. Higginbotham

Title: V.P.

Date: 4-23-08

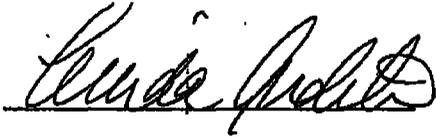
STATE OF Connecticut )

) SS:

COUNTY OF Fairfield )

On May 21, 2008 before me, Linda Ardito, Notary Public, personally appeared Jan Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



LINDA ARDITO  
Notary Public  
State of Connecticut  
My Commission Expires April 30, 20 10

STATE OF West Virginia )

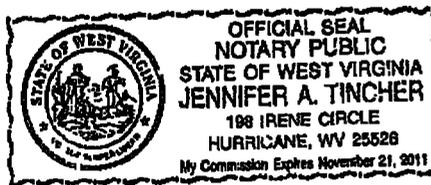
) SS:

COUNTY OF Putnam )

On April 23, 2008, before me, Jennifer A. Tincher, Notary Public, personally appeared Walter K. Higdon, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Jennifer A. Tincher



**EXHIBIT A**

**MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

Quantity/Car Description

One hundred four (104) 4200 CF aluminum gondola railcars, manufactured by Thrall Car Manufacturing Company

Reporting Marks and Numbers (previously marked CWEX)

BNBX 640000	BNBX 640038	BNBX 640075
BNBX 640001	BNBX 640039	BNBX 640076
BNBX 640002	BNBX 640040	BNBX 640077
BNBX 640003	BNBX 640041	BNBX 640078
BNBX 640004	BNBX 640042	BNBX 640079
BNBX 640005	BNBX 640043	BNBX 640080
BNBX 640006	BNBX 640044	BNBX 640081
BNBX 640008	BNBX 640045	BNBX 640082
BNBX 640009	BNBX 640046	BNBX 640083
BNBX 640010	BNBX 640047	BNBX 640084
BNBX 640011	BNBX 640048	BNBX 640085
BNBX 640012	BNBX 640049	BNBX 640086
BNBX 640013	BNBX 640050	BNBX 640087
BNBX 640014	BNBX 640051	BNBX 640088
BNBX 640015	BNBX 640053	BNBX 640089
BNBX 640016	BNBX 640054	BNBX 640090
BNBX 640017	BNBX 640055	BNBX 640091
BNBX 640018	BNBX 640056	BNBX 640092
BNBX 640019	BNBX 640057	BNBX 640093
BNBX 640020	BNBX 640058	BNBX 640094
BNBX 640021	BNBX 640059	BNBX 640095
BNBX 640022	BNBX 640060	BNBX 640096
BNBX 640023	BNBX 640061	BNBX 640097
BNBX 640024	BNBX 640062	BNBX 640098
BNBX 640025	BNBX 640063	BNBX 640099
BNBX 640026	BNBX 640064	BNBX 640100
BNBX 640027	BNBX 640065	BNBX 640101
BNBX 640028	BNBX 640066	BNBX 640102
BNBX 640029	BNBX 640067	BNBX 640103
BNBX 640030	BNBX 640068	BNBX 640104
BNBX 640031	BNBX 640070	BNBX 640105
BNBX 640033	BNBX 640071	BNBX 640106
BNBX 640034	BNBX 640072	BNBX 640108
BNBX 640035	BNBX 640073	BNBX 640109
BNBX 640037	BNBX 640074	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 10/28/08



\_\_\_\_\_  
Robert W. Alvord