Lewis Glasser Casey & Rollins PLLC
LAW OFFICES

300 Summers Street
BB&T Square, Suite 700
Post Office Box 1746
Charleston, WV 25326
Telephone: 304.345.2000
Telecopier: 304.343.7999

Writer's Contact Information:
(304) 345-2000 Ext 1014
kdettinger@lgcr.com

JAN 20 2006
RECEIVED

January 19, 2006

RECORDATION NO. 25912-B FILED
JAN 20 '06 11-44 AM
SURFACE TRANSPORTATION BOARD

Via Federal Express

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

I have enclosed an original and one copy of a Memorandum of Security Agreement, made as of October 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents, to be recorded pursuant to the provisions of 49 U.S.C Section 11301. The primary document to which this Memorandum of Security Agreement is connected is recorded under Recordation No. 25912.

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

Secured Party: Fifth Third Bank
999 4th Avenue
Huntington, West Virginia 25701

Debtor: Rail Connection, Inc.
2418 Grant Avenue, Suite A
St. Albans, West Virginia 25177

The railroad equipment covered by the enclosed document is One Hundred Fifty (150) railcars described as:

JOSX 1700 – 1799, sporadic; JOSX 1800 – 1836, sporadic; JOSX 2416 – 2468, sporadic; JOSX 3241; JOSX 3718 – 3765, sporadic; JOSX 4003 – 4092, sporadic; JOSX 4100 – 4199, sporadic; JOSX 4849; JOSX 7239 – 7288, sporadic; JOSX 10104 -- 10129, sporadic; JOSX 13189 -- 13190; JOSX 13200 – 13299, sporadic; and JOSX 13301 – 13310 inclusive,

and as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Security Agreement

I have also enclosed a check in the amount of $33.00 payable to the Surface Transportation Board covering the required recordation fee. Once the enclosed document has been recorded, please return a stamped copy in the enclosed self-addressed stamped envelope.

Very truly yours,

G. Kurt Dettinger jsm

G. Kurt Dettinger, Esq.

GKD:jsm
Enclosures

RECORDATION NO. 25712-B FILED

JAN 2 0 '06 11-44 AM

SURFACE TRANSPORTATION BOARD

JAN 20 2006 RECEIVED

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement ("Memorandum") is made as of October 6, 2005, by and between RAIL CONNECTION, INC., a West Virginia corporation ("Borrower") and FIFTH THIRD BANK, an Ohio banking corporation ("Lender).

WITNESSETH:

1. Pursuant to a Security Agreement dated as of October 6, 2005, by and between Borrower and Lender ("Security Agreement"), Borrower granted to Lender all of Borrower's right, title and interest in and to certain Collateral, as that term is defined therein, including the first one hundred-fifty (150) railcars purchased by Borrower from The David J. Joseph Company pursuant to that certain Purchase and Sale Agreement dated May 25, 2005, by and between Borrower and The David J. Joseph Company, as more particularly defined and described in the Schedule of Railcars attached hereto and incorporated herein as Exhibit A ("Railcars").

2. Borrower pledged a lien on and security interest in the Collateral to Lender to secure the payment and performance as and when due of all Obligations, as such term is defined in that certain Loan Agreement dated as of October 6, 2005, by and between Borrower and Lender

2. This Memorandum shall be effective as of the date of the Security Agreement, October 6, 2005, and shall operate so as to notify the public of the Lender's lien on the Railcars owned by Borrower, as described in Exhibit A, pursuant to the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of October 6, 2005.

RAIL CONNECTION, INC.

By:
Its: Vice President

FIFTH THIRD BANK

By:
Its: Vice President

STATE OF WEST VIRGINIA)
) ss.
COUNTY OF Putnam)

On this 20th day of December 2005, before me personally appeared W. Kurt Higginbotham, to me personally known, who being by me duly sworn, says that he is the Vice President of Rail Connection, Inc., a West Virginia corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JENNIFER A. TINCHER
198 IRENE CIRCLE
HURRICANE, WV 25526
My commission expires November 21, 2011

Jennifer A. Tincher
Notary Public

My commission expires November 21, 2011.

STATE OF WEST VIRGINIA)
) ss.
COUNTY OF KANAWHA)

On this 20th day of December 2005, before me personally appeared Jeff A. Vickers, to me personally known, who being by me duly sworn, says that he is the Vice President of Fifth Third Bank, an Ohio banking corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Janice S. Mitchell
Notary Public

My commission expires May 17, 2010.

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JANICE S. MITCHELL
917 CHAPPELL ROAD
CHARLESTON, WV 25304
My Commission Expires May 17, 2010

Exhibit A
Schedule of Railcars

One Hundred Fifty (150) railcars, identified as follows:

Sequential No.	Car Initial	Car Number	Sequential No.	Car Initial	Car Number	Sequential No.	Car Initial	Car Number	Sequential No.	Car Initial	Car Number
1	JOSX	1700	39	JOSX	1792	77	JOSX	3758	115	JOSX	7288
2	JOSX	1701	40	JOSX	1793	78	JOSX	3765	116	JOSX	10104
3	JOSX	1702	41	JOSX	1794	79	JOSX	4003	117	JOSX	10129
4	JOSX	1704	42	JOSX	1796	80	JOSX	4009	118	JOSX	13189
5	JOSX	1705	43	JOSX	1799	81	JOSX	4010	119	JOSX	13190
6	JOSX	1707	44	JOSX	1800	82	JOSX	4013	120	JOSX	13200
7	JOSX	1709	45	JOSX	1802	83	JOSX	4014	121	JOSX	13202
8	JOSX	1710	46	JOSX	1804	84	JOSX	4021	122	JOSX	13206
9	JOSX	1712	47	JOSX	1808	85	JOSX	4026	123	JOSX	13212
10	JOSX	1722	48	JOSX	1809	86	JOSX	4028	124	JOSX	13213
11	JOSX	1723	49	JOSX	1810	87	JOSX	4029	125	JOSX	13218
12	JOSX	1727	50	JOSX	1811	88	JOSX	4034	126	JOSX	13225
13	JOSX	1728	51	JOSX	1812	89	JOSX	4038	127	JOSX	13232
14	JOSX	1732	52	JOSX	1814	90	JOSX	4041	128	JOSX	13237
15	JOSX	1734	53	JOSX	1815	91	JOSX	4047	129	JOSX	13240
16	JOSX	1735	54	JOSX	1817	92	JOSX	4056	130	JOSX	13247
17	JOSX	1739	55	JOSX	1818	93	JOSX	4068	131	JOSX	13248
18	JOSX	1743	56	JOSX	1820	94	JOSX	4079	132	JOSX	13250
19	JOSX	1748	57	JOSX	1821	95	JOSX	4081	133	JOSX	13254
20	JOSX	1749	58	JOSX	1822	96	JOSX	4083	134	JOSX	13255
21	JOSX	1750	59	JOSX	1823	97	JOSX	4090	135	JOSX	13256
22	JOSX	1753	60	JOSX	1824	98	JOSX	4092	136	JOSX	13258
23	JOSX	1756	61	JOSX	1828	99	JOSX	4100	137	JOSX	13265
24	JOSX	1758	62	JOSX	1829	100	JOSX	4102	138	JOSX	13268
25	JOSX	1759	63	JOSX	1830	101	JOSX	4104	139	JOSX	13270
26	JOSX	1760	64	JOSX	1831	102	JOSX	4110	140	JOSX	13277
27	JOSX	1761	65	JOSX	1833	103	JOSX	4115	141	JOSX	13280
28	JOSX	1763	66	JOSX	1834	104	JOSX	4126	142	JOSX	13283
29	JOSX	1767	67	JOSX	1835	105	JOSX	4129	143	JOSX	13284
30	JOSX	1769	68	JOSX	1836	106	JOSX	4148	144	JOSX	13285
31	JOSX	1771	69	JOSX	2416	107	JOSX	4149	145	JOSX	13288
32	JOSX	1772	70	JOSX	2431	108	JOSX	4183	146	JOSX	13299
33	JOSX	1774	71	JOSX	2454	109	JOSX	4191	147	JOSX	13301
34	JOSX	1778	72	JOSX	2463	110	JOSX	4199	148	JOSX	13302
35	JOSX	1784	73	JOSX	2468	111	JOSX	4849	149	JOSX	13306
36	JOSX	1788	74	JOSX	3241	112	JOSX	7239	150	JOSX	13310
37	JOSX	1790	75	JOSX	3718	113	JOSX	7250			
38	JOSX	1791	76	JOSX	3751	114	JOSX	7266			