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April 7, 2006

RECORDATION NO. 26292 FILED

VIA FEDERAL EXPRESS

APR 11 06

10-54 AM

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

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find two originals of a Memorandum of Master Lease Agreement, dated as of April 6, 2006, between Rail Connection, Inc. and Ohio Central Railroad, Inc., a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, WV 25070
Lessee:	Ohio Central Railroad, Inc. (f/k/a Ohio Central Railroad System) 47849 Papermill Road Coshocton, OH 43812

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A which is attached to the enclosed Memorandum of Master Lease Agreement.

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

Memorandum of Master Lease Agreement.

Mr. Vernon A. Williams
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Also enclosed is a check payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped original of the enclosed document to the undersigned in the enclosed self-addressed stamped envelope.

Very truly yours,



Angela F. Hill

AFH/tlh/410353.1
Enclosures

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MEMORANDUM OF MASTER LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Master Lease Agreement, made and entered into as of this 6th day of April, 2006, is intended to evidence that Master Lease Agreement dated as of October 24, 2003, by and between **Rail Connection, Inc.**, a West Virginia corporation (as successor by assignment to Joseph Leasing Ltd., an Ohio limited liability company and David J. Joseph Company, a Delaware corporation, the "Lessor") and **Ohio Central Railroad, Inc.**, formerly known as Ohio Central Railroad System (the "Lessee"), as supplemented, modified and amended (the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. §1101, *et seq.* Lessee has the right to use the fifty-nine (59) 65', 100-ton gondola rail cars more particularly defined and described in the Schedule of Railcars attached hereto and incorporated herein as **Exhibit A** (the "Railcars"), for the rentals and upon the terms and conditions provided in such Lease.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this instrument to be signed by its duly authorized officer as of the date first above written.

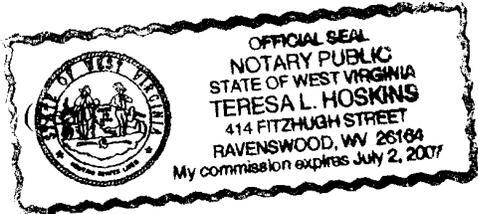
RAIL CONNECTION, INC.

By: 

Its Vice President

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

On this 2nd day of April, 2006, 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.




Notary Public

356664

EXHIBIT A

Fifty-nine (59), 66' mill gondolas:

MVRY	1	MVRY	38	MVRY	60419	MVRY	60443	MVRY	70019
MVRY	2	MVRY	42	MVRY	60420	MVRY	60448	MVRY	70030
MVRY	4	MVRY	44	MVRY	60421	MVRY	60449	MVRY	70036
MVRY	9	MVRY	45	MVRY	60423	MVRY	60452	MVRY	70037
MVRY	10	MVRY	231	MVRY	60425	MVRY	60456	MVRY	70038
MVRY	15	MVRY	233	MVRY	60426	MVRY	60903	MVRY	70041
MVRY	19	MVRY	60401	MVRY	60430	MVRY	70001	MVRY	70042
MVRY	23	MVRY	60403	MVRY	60432	MVRY	70007	MVRY	70047
MVRY	26	MVRY	60406	MVRY	60433	MVRY	70008	MVRY	70050
MVRY	31	MVRY	60407	MVRY	60435	MVRY	70011	MVRY	70051
MVRY	34	MVRY	60409	MVRY	60436	MVRY	70013	MVRY	70053
MVRY	37	MVRY	60415	MVRY	60442	MVRY	70018		