

RECORDATION NO 26997 FILED

JUN 05 '07

3-35 PM

SURFACE TRANSPORTATION BOARD

Surface Transportation Board
Office of Proceedings
1925 K. Street, NW
Washington, DC 20423-0001

June 5, 2007

Dear Surface Transportation Board,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Lease, dated as of April 1, 2007, a primary document as defined in the Board's Rules of Recordation of Documents.

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

Lessor: The Huntington National Bank
105 East Fourth Street, Suite 120
Cincinnati, OH 45202

Lessee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

A description of the railroad equipment covered by the enclosed document is:

Sixty (60) 1970 to 1976 Gondalas OHCR6001, OHCR6002, OHCR6003, OHCR6004, OHCR6005, OHCR6006, OHCR6007, OHCR6008, OHCR6009, OHCR6010, OHCR6011, OHCR6012, OHCR6013, OHCR6014, OHCR6015, OHCR6016, OHCR6017, OHCR6018, OHCR6019, OHCR6020, OHCR6021, OHCR6022, OHCR6023, OHCR6024, OHCR6025, OHCR6026, OHCR6028, OHCR6029, OHCR6030, OHCR6031, OHCR6032, OHCR6033, OHCR6034, OHCR6035, OHCR6036, OHCR6037, OHCR6038, OHCR6042, OHCR6045, OHCR6046, OHCR6048, OHCR6049, OHCR6050, OHCR6104, OHCR6114, OHCR6117, CUOH3000, CUOH3005, CUOH3006, CUOH3010, CUOH3016, OHCR6107, OHCR6109, OHCR100926, OHCR100927, OHCR100928, OHCR100929, OHCR100935, OHCR100938, OHCR400944

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

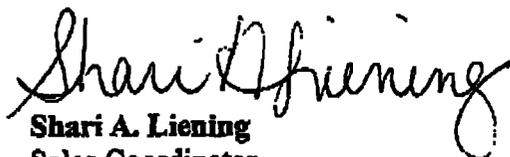
Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 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.

If you have any questions, please don't hesitate to call.

Sincerely,



Shari A. Liening
Sales Coordinator
105 East Fourth Street
Suite 120 (CN01)
Cincinnati, OH 45202
Phone: 513-639-3003
Fax: 888-403-9842
Shari.liening@huntington.com

U. S. PATRIOT ACT DISCLOSURE NOTICE: IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT
To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account. What this means for you is that: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents

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Karen January
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001



June 4, 2007

Dear Ms. January,

Enclosed you will find the additional \$6.00 charge for recordation of documents for Rail Connection, Inc. (2)

If you have any questions, please don't hesitate to call.

Sincerely,

Shari A. Lienen
Sales Coordinator
105 East Fourth Street
Suite 120 (CN01)
Cincinnati, OH 45202
Phone: 513-639-3003
Fax: 888-403-9842
Shari.liening@huntington.com

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

- 1.) Pursuant to that certain Master Lease Agreement dated October 16, 2006 and the related Financing Lease Schedule No. 6243.03 dated April 1, 2007 (collectively, the "Lease Agreement"), has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".
- 2.) The addresses of the parties are as follows:
 Lessor: The Huntington National Bank
 Equipment Finance Division
 105 East Fourth Street, Suite 120
 Cincinnati, OH 45202
 Lessee: Rail Connection, Inc.
 737 Eleanor Industrial Park
 Eleanor, WV 25070
- 3.) The term of the Lease is seven years commencing on April 1, 2007 and will expired on April 1, 2014 unless otherwise extended or amended by the parties
- 4.) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement
- 5.) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 5-31-07

The Huntington National Bank
By: Christine M McIntosh
Name: Christine M. McIntosh
Title: Deputy Administrator

State of Ohio, County of Hamilton

On 5/31/07 before me personally appeared Christine McIntosh, to me personally know, who being by me duly sworn says that his is Sales Coordinator of the Huntington National Bank, and that he executed the foregoing instrument 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.

[Signature]
Notary Public
My commission expires



SARA SIMPSON
Notary Public, State of Ohio
My Commission Expires 05-14-11

RAIL CONNECTION, INC
By: [Signature]
Name: Warren K Higginbotham
Title: V.P.

State of West Virginia, County of Putnam

On 3/29/07 before me personally appeared Warren K Higginbotham, to me personally know, who being by my duly sworn says that he is Vice President of Rail Connection, Inc. and that he executed the foregoing instrument on behalf of said corporation buy 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.

[Signature]
Notary Public
My commission expires



EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated April 1, 2007 between The Huntington National Bank as Lessor and Rail Connection, Inc. as Lessee.

Quantity of Cars: Sixty (60)

Description of Cars: 1970 to 1976 Gondalas

OHCR6001, OHCR6002, OHCR6003, OHCR6004, OHCR6005, OHCR6006, OHCR6007,
OHCR6008, OHCR6009, OHCR6010, OHCR6011, OHCR6012, OHCR6013, OHCR6014,
OHCR6015, OHCR6016, OHCR6017, OHCR6018, OHCR6019, OHCR6020, OHCR6021,
OHCR6022, OHCR6023, OHCR6024, OHCR6025, OHCR6026, OHCR6028, OHCR6029,
OHCR6030, OHCR6031, OHCR6032, OHCR6033, OHCR6034, OHCR6035, OHCR6036,
OHCR6037, OHCR6038, OHCR6042, OHCR6045, OHCR6046, OHCR6048, OHCR6049,
OHCR6050, OHCR6104, OHCR6114, OHCR6117, CUOH3000, CUOH3005, CUOH3006,
CUOH3010, CUOH3016, OHCR6107, OHCR6109, OHCR100926, OHCR100927,
OHCR100928, OHCR100929, OHCR100935, OHCR100938, OHCR400944