

*The Huntington National Bank*

105 East Fourth Street,  
Suite 120  
Cincinnati, OH 45202  
513/762-5184; fax 513/762-1843

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

RECORDATION NO 27349 FILED

DEC 15 '08

2:42 PM

SURFACE TRANSPORTATION BOARD



January 14, 2008

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 November 25, 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:

**(70) HPLX Railcars**

HPLX 1, HPLX 2, HPLX 4, HPLX 8, HPLX 12, HPLX 15, HPLX 16, HPLX 17, HPLX 19, HPLX 20, HPLX 21, HPLX 23, HPLX 25, HPLX 27, HPLX 28, HPLX 31, HPLX 32, HPLX 33, HPLX 35, HPLX 36, HPLX 37, HPLX 39, HPLX 42, HPLX 45, HPLX 48, HPLX 53, HPLX 55, HPLX 57, HPLX 58, HPLX 59, HPLX 63, HPLX 67, HPLX 69, HPLX 77, HPLX 78, HPLX 81, HPLX 82, HPLX 84, HPLX 85, HPLX 86, HPLX 89, HPLX 90, HPLX 91, HPLX 92, HPLX 93, HPLX 94, HPLX 99, HPLX 101, HPLX 102, HPLX 103, HPLX 104, HPLX 108, HPLX 114, HPLX 115, HPLX 118, HPLX 119, HPLX 121, HPLX 122, HPLX 124, HPLX 128, HPLX 130, HPLX 135, HPLX 135, HPLX 136, HPLX 137, HPLX 138, HPLX 140, HPLX 149, HPLX 159, HPLX 161, HPLX 169.

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

Also enclosed is a check in the amount of \$35.00 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,



**Becky Tonkovich**

Sales Coordinator

105 East Fourth Street

Suite 120 (CN01)

Cincinnati, OH 45202

Phone: 513-639-3008

Fax: 877-343-5676

[Rebecca.Tonkovich@huntington.com](mailto:Rebecca.Tonkovich@huntington.com)



MEMORANDUM OF LEASE

- 1) Pursuant to that certain Master Lease Agreement dated October 16, 2006 and the related Financing Lease Schedule No 6243.07 dated November 25, 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  
Cincinnati, OH 45202
  - Lessee: **Rail Connection, Inc.**  
PO Box 800  
Eleanor, WV 25070
- 3) The term of the Lease is three years commencing on November 25, 2007 and will expired on November 25, 2010 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.

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 12/20/07.

The Huntington National Bank  
 By: [Signature]  
 Name: LEDD SCHEMME  
 Title: SALIS COORDINATOR

State of Ohio, County of Hamilton

On 12-20-07 before me personally appeared LEDD SCHEMME, to me personally know, who being by me duly sworn says that his is SALIS 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.

NOTARY PUBLIC STATE OF OHIO  
 MY COMMISSION EXPIRES  
 MARCH 4, 2014

[Signature]  
 Notary Public  
 My commission expires  
 Rail Connection, Inc.  
 By: [Signature]  
 Name: WILLIAM HIGGINBOTHAM  
 Title: V.P.

State of West Virginia, County of Putnam

On November 21, 2007 before me personally appeared WILLIAM HIGGINBOTHAM to me personally know, who being by my duly sworn says that he is V.P. of Rail Connection, Inc. 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  
 March 2nd 2017

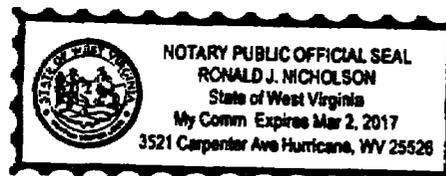




EXHIBIT A  
DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated November 25, 2007 between The Huntington National Bank as Lessor and Rail Connection, Inc. as Lessee.

Quantity of Cars: (70) HPLX Railcars 12/18

Description of Cars:

HPLX 1, HPLX 2, HPLX 4, HPLX 8, HPLX 12, HPLX 15, HPLX 16, HPLX 17, HPLX 19, HPLX 20, HPLX 21, HPLX 23, HPLX 25, HPLX 27, HPLX 28, HPLX 31, HPLX 32, HPLX 33, HPLX 35, HPLX 36, HPLX 37, HPLX 39, HPLX 42, HPLX 45, HPLX 48, HPLX 53, HPLX 55, HPLX 57, HPLX 58, HPLX 59, HPLX 63, HPLX 67, HPLX 69, HPLX 77, HPLX 78, HPLX 81, HPLX 82, HPLX 84, HPLX 85, HPLX 86, HPLX 89, HPLX 90, HPLX 91, HPLX 92, HPLX 93, HPLX 94, HPLX 99, HPLX 101, HPLX 102, HPLX 103, HPLX 104, HPLX 108, HPLX 114, HPLX 115, HPLX 118, HPLX 119, HPLX 121, HPLX 122, HPLX 124, HPLX 128, HPLX 130, HPLX 135, HPLX 135, HPLX 136, HPLX 137, HPLX 138, HPLX 140, HPLX 149, HPLX 159, HPLX 161, HPLX 169.