

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. 27476 FILED

APR 24 '08

3-35 PM

SURFACE TRANSPORTATION BOARD

April 15, 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 April 10, 2008, 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:
(15) Fifteen Thrall built 4000 cubic feet Steel Gondolas

**APPX - 11, APPX - 13, APPX - 19, APPX - 22, APPX - 23, APPX - 31, APPX - 45, APPX - 60, APPX - 64,
APPX - 68, APPX - 83, APPX - 86, APPX - 87, APPX - 97, APPX - 103**

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

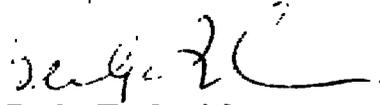
Memorandum of Lease.

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



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. 6243.11 dated April 10, 2008 (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 five years commencing on April 10, 2008 and will expired on April 10, 2013 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 4/15/08.

The Huntington National Bank

By: [Signature]
Name: TODD SCHEMMEL
Title: SALES COORDINATOR

State of Ohio, County of Hamilton

On 4/15/08 before me personally appeared TODD SCHEMMEL, 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 forgoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.

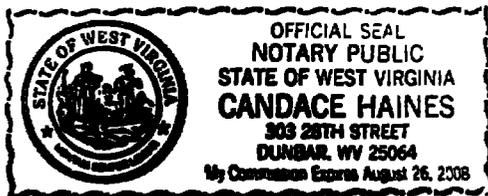
[Signature]
Notary Public
My commission expires
REBECCA L. TOMKOWICH
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES
MARCH 4, 2009

Rail Connection, Inc.
By: [Signature]
Name: William K. Hugumbotham
Title: VP

State of West Virginia, County of Putnam

On Apr 9, 2008 before me personally appeared William K. Hugumbotham to me personally know, who being by me duly sworn says that he is VP 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 forgoing instrument was the free act and deed of said corporation.

August 26, 2008
Notary Public
My commission expires





**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated April 10, 2008 between The Huntington National Bank as Lessor and Rail Connection, Inc. as Lessee.

Quantity of Cars: (15) Fifteen Thrall Built 4000 cubic feet Steel Gondolas

Description of Cars:

1	APPX	11
2	APPX	13
3	APPX	19
4	APPX	22
5	APPX	23
6	APPX	31
7	APPX	45
8	APPX	60
9	APPX	64
10	APPX	68
11	APPX	83
12	APPX	86
13	APPX	87
14	APPX	97
15	APPX	103

W.K.H.