



RECORDATION NO 27792 FILED

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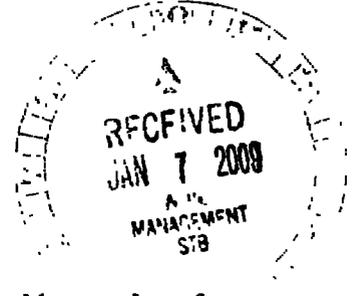
SURFACE TRANSPORTATION BOARD

The Huntington National Bank
105 East Fourth Street,
Suite 120
Cincinnati, OH 45202
513/639-8342; fax 513/762-1843

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

January 5, 2009

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 December 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:

<p>Lessor: The Huntington National Bank 105 East Fourth Street, Suite 275 Cincinnati, OH 45202</p>	<p>Lessee: Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, WV 25070</p>
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A description of the railroad equipment covered by the enclosed document is:

(15) Fifteen Steel Coal Hoppers
6243.13

APPX 65	APPX 69	APPX 70	APPX 73
APPX 74	APPX 80	APPX 85	APPX 88
APPX 89	APPX 90	APPX 91	APPX 93
APPX 98	APPX 101	APPX 104	

(15) Covered Railcar Hopper
6243.14

WKHX 49173	WKHX 475018	WKHX 460215	WKHX 49279
WKHX 49146	WKHX 21009	WKHX 49244	WKHX 21014
WKHX 460011	WKHX 49195	WKHX 49161	WKHX 52912
WKHX 470100	WKHX 475046	WKHX 475051	

(37) Thirty-Seven Steel Coal Hoppers
6243.15

APPX 1	APPX 2	APPX 5	APPX 7
APPX 14	APPX 15	APPX 17	APPX 18
APPX 21	APPX 26	APPX 29	APPX 33
APPX 34	APPX 43	APPX 48	APPX 50
APPX 52	APPX 53	APPX 56	APPX 57
APPX 61	APPX 72	APPX 199706	APPX 6014
APPX 6015	APPX 6016	APPX 6017	APPX 6018
APPX 6020	APPX 6021	APPX 6026	APPX 6027
APPX 6028	APPX 6030	APPX 6032	APPX 6033
APPX 6034			



(25) Flat Bottom Steel Gondolas
6243.16

APPX 9	APPX 16	APPX 30	APPX 36
APPX 37	APPX 42	APPX 54	APPX 58
APPX 75	APPX 77	APPX 92	APPX 94
APPX 95	APPX 96	APPX 99	APPX 51
APPX 62	APPX 66	APPX 67	APPX 82
APPX 100	APPX 107	APPX 111	APPX 113
APPX 114			

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$140.00 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,

Todd A. Schemmel
Sales Coordinator
105 East 4th Street CN01
Cincinnati, OH 45202
Direct Line: (513) 639-8342
Fax: (877) 343-5676
Todd.Schemmel@Huntington.com



SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

- 1.) Pursuant to that certain Master Lease Agreement dated October 16, 2006 and the related Financing Lease Schedule No. 6243.16 dated December 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 three years commencing on December 10, 2008 and will expired on December 10, 2011 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 _____

The Huntington National Bank

By: [Signature]
Name: Todd A. Schemmel
Title: Sales Coordinator

State of Ohio, County of Hamilton

On 1/5/2009 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 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
REBECCA L. TOMKOVICH
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES
MARCH 9, 2009

Rail Connection, Inc.
By: [Signature]
Name: Warren K. Huggins
Title: V.P.

State of West Virginia, County of Putnam

On 12/10/2008 before me personally appeared Warren K. Huggins 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 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 June 2, 2018

