

RECORDATION NO. 30122 FILED

MAR 14 '12 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

The Huntington National Bank

105 East Fourth Street, Suite 200,
Cincinnati, OH 45202
513/639-8342; fax 513/877-343-5676

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

March 13, 2012

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 February 24, 2012, 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	Lessee:	Rail Connection, Inc.
	105 East Fourth Street, Suite 120		737 Eleanor Industrial Park
	Cincinnati, OH 45202		Eleanor, WV 25070

A description of the railroad equipment covered by the enclosed document is listed below with the prior markings noted in parenthesis:

ABS317003 ABS317014 ABS317021 ABS317023 ABS317026 ABS317028 ABS317033 ABS317037
ABS317038 ABS317042 ABS317046 ABS317049 ABS317053 ABS317057 ABS317060 ABS317061
ABS317062 ABS317063 ABS317085 ABS317087 ABS317089 ABS317090 ABS317100 ABS317102
ABS317108 ABS317119 ABS317122 ABS317157 ABS317160 ABS317167 ABS317171 ABS317189
ABS400313 ABS400314 ABS400317 ABS081685 ABS081690 ABS081691 ABS081694 ABS081695
ABS081703 ABS081706 ABS081708 ABS081710 ABS081701 ABS081711 ABS083001 ABS083002
ABS083003 ABS083004 ABS083005 ABS083006 ABS083007 ABS083008 ABS083009 ABS083010
ABS083011 ABS083012 ABS083013 ABS083014 ABS083015 ABS083016 ABS083017 ABS083018
ABS083019 ABS083020 ABS083021 ABS083022 ABS083023 ABS083024 ABS083025 ABS083026
ABS083027 ABS083028 ABS083029 ABS083030 ABS083031 ABS083032 ABS083033 ABS083034
ABS083035 ABS083036 ABS083037 ABS083038 ABS083039

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,

Rebecca C. Hermes
Sales Coordinator
The Huntington National Bank
105 East 4th Street CN01
Cincinnati, OH 45202
Direct Line: (513) 639-3002 Fax: (877) 343-5676
Rebecca.Hermes@Huntington.com

MEMORANDUM OF LEASE

1.) Pursuant to that certain Master Lease Agreement dated October 14, 2009 and the related Financing Lease Schedule No. 6243.32 dated February 24, 2012 (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

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

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- 3.) The term of the Lease is **58 months** commencing on February 24, 2012 and will expire on December 24, 2016 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 February 24, 2012.

The Huntington National Bank,

By: Rebecca C. Hermes
Name: Rebecca C. Hermes
Title: Authorized Signer

State of Ohio, County of Hamilton

On 3/13/12 before me personally appeared Rebecca Hermes, to me personally know, who being by me duly sworn says that her is Authorized Signer of The Huntington National Bank, and that she executed the forgoing instrument on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



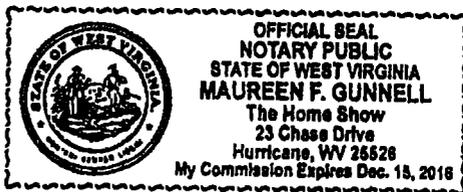
ELIZABETH L. JAEB
Notary Public, State of Ohio
My Commission Expires Mar. 28, 2012
Recorded in Hamilton County

Elizabeth L. Jaeb
Notary Public
My commission expires: 3-28-12

Rail Connection, Inc.
By: Warren K. Higginbotham
Name: Warren K. Higginbotham
Title: V.P.

State of West Virginia, County of Putnam

On 2/24/12 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 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.



Maureen F. Gunnell
Notary Public
My commission expires 12/18/2016

**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated February 24, 2012 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

Quantity of Rail Cars: (86) Watco Riders

Description	Serial No	Serial No
(86) Watco Riders	ABS317003	ABS081706
	ABS317014	ABS081708
	ABS317021	ABS081710
	ABS317023	ABS081701
	ABS317026	ABS081711
	ABS317028	ABS083001
	ABS317033	ABS083002
	ABS317037	ABS083003
	ABS317038	ABS083004
	ABS317042	ABS083005
	ABS317046	ABS083006
	ABS317049	ABS083007
	ABS317053	ABS083008
	ABS317057	ABS083009
	ABS317060	ABS083010
	ABS317061	ABS083011
	ABS317062	ABS083012
	ABS317063	ABS083013
	ABS317085	ABS083014
	ABS317087	ABS083015
	ABS317089	ABS083016
	ABS317090	ABS083017
	ABS317100	ABS083018
	ABS317102	ABS083019
	ABS317108	ABS083020
	ABS317119	ABS083021
	ABS317122	ABS083022
	ABS317157	ABS083023
	ABS317160	ABS083024
	ABS317167	ABS083025
	ABS317171	ABS083026
	ABS317189	ABS083027
	ABS400313	ABS083028
	ABS400314	ABS083029
	ABS400317	ABS083030
	ABS081685	ABS083031
ABS081690	ABS083032	
ABS081691	ABS083033	
ABS081694	ABS083034	
ABS081695	ABS083035	
ABS081703	ABS083036	
	ABS083037	
	ABS083038	
	ABS083039	

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CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 3/14/12

Edward M Luria
Edward M. Luria