

RECORDATION NO. 30137 FILED
March 28, 2012 10:00 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

March 29, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 21, 2012, primary document as defined in the Board's Rules for the 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 200C Cincinnati, Ohio 45202
Lessee:	Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, West Virginia 25070

Section Chief
March 29, 2012
Page 2

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

260 railcars: DJTX 700 – DJTX 856 and JTSX 101457 – JTSX 101561.

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.

Very truly yours,



✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

- 1.) Pursuant to that certain Master Lease Agreement dated October 14, 2009 and the related Financing Lease Schedule No. 101-0006243-033 dated March 21, 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

Lessee: **Rail Connection, Inc.**
737 Eleanor Industrial Park
Eleanor, WV 25070
- 3.) The term of the Lease is **39 months** commencing on March 21, 2012 and will expire on June 21, 2015 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 March 21, 2012.

The Huntington National Bank

By: Christine McIntosh
Name: Christine McIntosh
Title: Authorized Signer

State of Ohio, County of Hamilton

On 3/21/12 before me personally appeared Christine McIntosh, to me personally know, who being by me duly sworn says that his is Authorized Signer 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.



CLARISSA L. FISCUS
Notary Public, State of Ohio
My Commission Expires
November 27, 2012

Clarissa L. Fiscus
Notary Public
My commission expires: 11/27/12

Rail Connection, Inc.

By: Warren Kurt Higginbotham
Name: Warren Kurt Higginbotham
Title: V.P.

State of West Virginia, County of Putnam

On 3/21/12 before me personally appeared Warren Kurt 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 foregoing instrument was the free act and deed of said corporation.



Maureen F. Gunnell
Notary Public
My commission expires 12-15-2016

**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated March 21, 2012 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

Quantity of Rail Cars: (260) Two Hundred Sixty

Description of Cars: (260) Two Hundred Sixty ACF 1979-85 built tub cars currently bearing the following Railroad Car Marks and Numbers:

Unit Initial	Unit Number	Unit Initial	Unit Number	Unit Initial	Unit Number
DJTX	700	DJTX	731	DJTX	762
DJTX	701	DJTX	732	DJTX	763
DJTX	702	DJTX	733	DJTX	764
DJTX	703	DJTX	734	DJTX	765
DJTX	704	DJTX	735	DJTX	766
DJTX	705	DJTX	736	DJTX	767
DJTX	706	DJTX	737	DJTX	768
DJTX	707	DJTX	738	DJTX	769
DJTX	708	DJTX	739	DJTX	770
DJTX	709	DJTX	740	DJTX	771
DJTX	710	DJTX	741	DJTX	772
DJTX	711	DJTX	742	DJTX	773
DJTX	712	DJTX	743	DJTX	774
DJTX	713	DJTX	744	DJTX	775
DJTX	714	DJTX	745	DJTX	776
DJTX	715	DJTX	746	DJTX	777
DJTX	716	DJTX	747	DJTX	778
DJTX	717	DJTX	748	DJTX	779
DJTX	718	DJTX	749	DJTX	780
DJTX	719	DJTX	750	DJTX	781
DJTX	720	DJTX	751	DJTX	782
DJTX	721	DJTX	752	DJTX	783
DJTX	722	DJTX	753	DJTX	784
DJTX	723	DJTX	754	DJTX	785
DJTX	724	DJTX	755	DJTX	786
DJTX	725	DJTX	756	DJTX	787
DJTX	726	DJTX	757	DJTX	788
DJTX	727	DJTX	758	DJTX	789
DJTX	728	DJTX	759	DJTX	790
DJTX	729	DJTX	760	DJTX	791
DJTX	730	DJTX	761	DJTX	792

LW KW

Unit Initial	Unit Number	Unit Initial	Unit Number	Unit Initial	Unit Number
DJTX	793	DJTX	834	JTSX	101475
DJTX	794	DJTX	835	JTSX	101476
DJTX	795	DJTX	836	JTSX	101477
DJTX	796	DJTX	837	JTSX	101478
DJTX	797	DJTX	838	JTSX	101479
DJTX	798	DJTX	839	JTSX	101480
DJTX	799	DJTX	840	JTSX	101481
DJTX	800	DJTX	841	JTSX	101482
DJTX	801	DJTX	842	JTSX	101483
DJTX	802	DJTX	843	JTSX	101484
DJTX	803	DJTX	844	JTSX	101485
DJTX	804	DJTX	845	JTSX	101486
DJTX	805	DJTX	846	JTSX	101487
DJTX	806	DJTX	847	JTSX	101488
DJTX	807	DJTX	848	JTSX	101489
DJTX	808	DJTX	849	JTSX	101490
DJTX	809	DJTX	850	JTSX	101491
DJTX	810	DJTX	851	JTSX	101492
DJTX	811	DJTX	852	JTSX	101493
DJTX	812	DJTX	853	JTSX	101494
DJTX	813	DJTX	854	JTSX	101495
DJTX	814	DJTX	855	JTSX	101496
DJTX	815	DJTX	856	JTSX	101497
DJTX	816	JTSX	101457	JTSX	101498
DJTX	817	JTSX	101458	JTSX	101499
DJTX	818	JTSX	101459	JTSX	101500
DJTX	819	JTSX	101460	JTSX	101501
DJTX	820	JTSX	101461	JTSX	101502
DJTX	821	JTSX	101462	JTSX	101503
DJTX	822	JTSX	101463	JTSX	101504
DJTX	823	JTSX	101464	JTSX	101505
DJTX	824	JTSX	101465	JTSX	101506
DJTX	825	JTSX	101466	JTSX	101507
DJTX	826	JTSX	101467	JTSX	101508
DJTX	827	JTSX	101468	JTSX	101509
DJTX	828	JTSX	101469	JTSX	101510
DJTX	829	JTSX	101470	JTSX	101511
DJTX	830	JTSX	101471	JTSX	101512
DJTX	831	JTSX	101472	JTSX	101513
DJTX	832	JTSX	101473	JTSX	101514
DJTX	833	JTSX	101474	JTSX	101515

W 44

Unit Initial	Unit Number	Unit Initial	Unit Number
JTSX	101516	JTSX	101540
JTSX	101517	JTSX	101541
JTSX	101518	JTSX	101542
JTSX	101519	JTSX	101543
JTSX	101520	JTSX	101544
JTSX	101521	JTSX	101545
JTSX	101522	JTSX	101546
JTSX	101523	JTSX	101547
JTSX	101524	JTSX	101548
JTSX	101525	JTSX	101549
JTSX	101526	JTSX	101550
JTSX	101527	JTSX	101551
JTSX	101529	JTSX	101552
JTSX	101530	JTSX	101553
JTSX	101531	JTSX	101554
JTSX	101532	JTSX	101555
JTSX	101533	JTSX	101556
JTSX	101534	JTSX	101557
JTSX	101535	JTSX	101558
JTSX	101537	JTSX	101559
JTSX	101538	JTSX	101560
JTSX	101539	JTSX	101561

WKW

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: 3/29/12

Edward M Luria
Edward M. Luria