

RECORDATION NO. 29792-B FILED  
April 9, 2012 03:00 PM  
SURFACE TRANSPORTATION BOARD

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April 9, 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 Assignment of Lease Agreement, dated as of March 21, 2012, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 29792 and 30137.

The names and addresses of the parties to the enclosed document are:

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

Assignee: The Huntington National Bank  
105 East Fourth Street, Suite 200C  
Cincinnati, OH 45202

Section Chief  
April 9, 2012  
Page 2

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

260 railcars within the series: DJTX 700 – DJTX 856 and JTSX 101457 – JTSX 101561 as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment of Lease Agreement.

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

**between**

**RAIL CONNECTION, INC.,  
as Assignor**

**and**

**THE HUNTINGTON NATIONAL BANK,  
as Assignee**

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on \_\_\_\_\_, 2012 at \_\_\_\_:\_\_\_\_.m.

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is effective as of March 21, 2012, by and between **RAIL CONNECTION, INC.** (“Assignor”) and **THE HUNTINGTON NATIONAL BANK**, (“Assignee”), with reference to the following:

Assignee, as assignee, Assignor, as assignor, are parties to that certain Assignment of Lease Agreement dated as of March 21, 2012 (as amended, the “Assignment”). Capitalized terms used herein shall be given their meaning as defined in the Assignment. The Lease Agreement assigned under the Assignment is herein defined as the “Agreement”. By execution of the Assignment, Assignor has sold, assigned, and transferred to Assignee, all of its right, title and interest in and to Agreement (including certain schedules, riders, exhibits, addenda, amendments and supplements thereto), the Equipment, the Assigned Payments, rights to take, in Assignee's name, any and all proceedings, legal, equitable, or otherwise against the Obligor, the Guarantees, and any obligation of the Obligor to the extent the same relate to the railcars described in Exhibit A hereto (the “Units”), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement and the Assignment.

[ *signatures appear on next page* ]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

**RAIL CONNECTION, INC.**

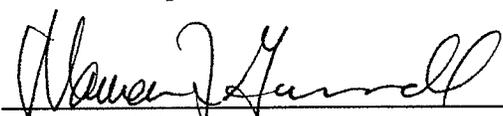
By:   
Name: WARREN K. HIGGINBOTHAM  
Title: V.P.

STATE OF WV  
COUNTY OF Putnam

On this March day of March, 2012 before me appeared Warren K. Higginbotham to me personally known, who being by me duly sworn, says that he is the Vice President of Rail Connection, Inc., that said instrument was signed on 3/22, 2012 on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notary Seal]

  
Notary Public

My commission expires: 12-15-2016

[ *Huntington signatures appear on next page* ]

**THE HUNTINGTON NATIONAL BANK**

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

STATE OF Ohio  
COUNTY OF Hamilton

On this 2nd day of April, 2012 before me appeared Christine McIntosh, to me personally known, who being by me duly sworn, says that she is the Authorized Signer of The Huntington National Bank, that said instrument was signed on 4/2, 2012 on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Clarissa L. Fiscus  
Notary Public

[Notarial Seal]



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

**EXHIBIT A**  
**DESCRIPTION OF UNITS**

<b>Unit Initial</b>	<b>Unit Number</b>	<b>Unit Initial</b>	<b>Unit Number</b>	<b>Unit Initial</b>	<b>Unit Number</b>
DJTX	700	DJTX	737	DJTX	774
DJTX	701	DJTX	738	DJTX	775
DJTX	702	DJTX	739	DJTX	776
DJTX	703	DJTX	740	DJTX	777
DJTX	704	DJTX	741	DJTX	778
DJTX	705	DJTX	742	DJTX	779
DJTX	706	DJTX	743	DJTX	780
DJTX	707	DJTX	744	DJTX	781
DJTX	708	DJTX	745	DJTX	782
DJTX	709	DJTX	746	DJTX	783
DJTX	710	DJTX	747	DJTX	784
DJTX	711	DJTX	748	DJTX	785
DJTX	712	DJTX	749	DJTX	786
DJTX	713	DJTX	750	DJTX	787
DJTX	714	DJTX	751	DJTX	788
DJTX	715	DJTX	752	DJTX	789
DJTX	716	DJTX	753	DJTX	790
DJTX	717	DJTX	754	DJTX	791
DJTX	718	DJTX	755	DJTX	792
DJTX	719	DJTX	756	DJTX	793
DJTX	720	DJTX	757	DJTX	794
DJTX	721	DJTX	758	DJTX	795
DJTX	722	DJTX	759	DJTX	796
DJTX	723	DJTX	760	DJTX	797
DJTX	724	DJTX	761	DJTX	798
DJTX	725	DJTX	762	DJTX	799
DJTX	726	DJTX	763	DJTX	800
DJTX	727	DJTX	764	DJTX	801
DJTX	728	DJTX	765	DJTX	802
DJTX	729	DJTX	766	DJTX	803
DJTX	730	DJTX	767	DJTX	804
DJTX	731	DJTX	768	DJTX	805
DJTX	732	DJTX	769	DJTX	806
DJTX	733	DJTX	770	DJTX	807
DJTX	734	DJTX	771	DJTX	808
DJTX	735	DJTX	772	DJTX	809
DJTX	736	DJTX	773	DJTX	810

<b>Unit Initial</b>	<b>Unit Number</b>	<b>Unit Initial</b>	<b>Unit Number</b>	<b>Unit Initial</b>	<b>Unit Number</b>
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
DJTX	834	JTSX	101475	JTSX	101516
DJTX	835	JTSX	101476	JTSX	101517
DJTX	836	JTSX	101477	JTSX	101518
DJTX	837	JTSX	101478	JTSX	101519
DJTX	838	JTSX	101479	JTSX	101520
DJTX	839	JTSX	101480	JTSX	101521
DJTX	840	JTSX	101481	JTSX	101522
DJTX	841	JTSX	101482	JTSX	101523
DJTX	842	JTSX	101483	JTSX	101524
DJTX	843	JTSX	101484	JTSX	101525
DJTX	844	JTSX	101485	JTSX	101526
DJTX	845	JTSX	101486	JTSX	101527
DJTX	846	JTSX	101487	JTSX	101529
DJTX	847	JTSX	101488	JTSX	101530
DJTX	848	JTSX	101489	JTSX	101531
DJTX	849	JTSX	101490	JTSX	101532
DJTX	850	JTSX	101491	JTSX	101533
DJTX	851	JTSX	101492	JTSX	101534

<b>Unit Initial</b>	<b>Unit Number</b>
JTSX	101535
JTSX	101537
JTSX	101538
JTSX	101539
JTSX	101540
JTSX	101541
JTSX	101542
JTSX	101543
JTSX	101544
JTSX	101545
JTSX	101546
JTSX	101547
JTSX	101548
JTSX	101549
JTSX	101550
JTSX	101551
JTSX	101552
JTSX	101553
JTSX	101554
JTSX	101555
JTSX	101556
JTSX	101557
JTSX	101558
JTSX	101559
JTSX	101560
JTSX	101561

Lessee/Obligor: United States Steel Corporation

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: 4/9/12

Edward M Luria  
Edward M. Luria