

**The Huntington National Bank**

105 East Fourth Street, Suite 200C  
Cincinnati, OH 45202  
513-762-1891; fax 877-343-5676

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

October 3, 2011

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 September 28, 2011, 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.

<b>Lessor:</b>	<b>The Huntington National Bank</b>	<b>Lessee:</b>	<b>Rail Connection, Inc.</b>
	105 East Fourth Street, Suite 200C		737 Eleanor Industrial Park
	Cincinnati, OH 45202		Eleanor, WV 25070

A description of the railroad equipment covered by the enclosed document is:  
(122) Used Open Top Hoppers currently bearing the following Railroad Car Marks and Numbers:

<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>
SOO	62919	SOO	62961	SOO	63002
SOO	62920	SOO	62962	SOO	63003
SOO	62921	SOO	62963	SOO	63004
SOO	62922	SOO	62964	SOO	63005
SOO	62923	SOO	62965	SOO	63006
SOO	62924	SOO	62966	SOO	63007
SOO	62925	SOO	62967	SOO	63008
SOO	62926	SOO	62968	SOO	63009
SOO	62927	SOO	62969	SOO	63010
SOO	62928	SOO	62970	SOO	63011
SOO	62929	SOO	62971	SOO	63012
SOO	62930	SOO	62972	SOO	63013
SOO	62931	SOO	62973	SOO	63014
SOO	62932	SOO	62974	SOO	63015
SOO	62933	SOO	62975	SOO	63016
SOO	62934	SOO	62976	SOO	63017
SOO	62935	SOO	62977	SOO	63018
SOO	62936	SOO	62978	SOO	63019
SOO	62937	SOO	62979	SOO	63020
SOO	62938	SOO	62980	SOO	63021

SOO	62939	SOO	62981	SOO	63022
SOO	62940	SOO	62982	SOO	63023
SOO	62941	SOO	62983	SOO	63024
SOO	62942	SOO	62984	SOO	63025
SOO	62943	SOO	62985	SOO	63026
SOO	62944	SOO	62986	SOO	63027
SOO	62945	SOO	62987	SOO	63028
SOO	62946	SOO	62988	SOO	63029
SOO	62947	SOO	62989	SOO	63030
SOO	62948	SOO	62990	SOO	63031
SOO	62949	SOO	62991	SOO	63032
SOO	62950	SOO	62992	SOO	63033
SOO	62951	SOO	62993	SOO	63034
SOO	62952	SOO	62994	SOO	63035
SOO	62953	SOO	62995	SOO	63036
SOO	62955	SOO	62996	SOO	63037
SOO	62956	SOO	62997	SOO	63038
SOO	62957	SOO	62998	SOO	63039
SOO	62958	SOO	62999	SOO	63040
SOO	62959	SOO	63000	SOO	63041
SOO	62960	SOO	63001		

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,



**Christine M. McIntosh**  
 Senior Sales Coordinator  
**The Huntington National Bank**  
 105 East 4th Street CN01  
 Cincinnati, OH 45202  
 Direct Line: (513) 762-1891  
 Fax: (877) 343-5676  
[teena.mcintosh@Huntington.com](mailto:teena.mcintosh@Huntington.com)

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

- 1.) Pursuant to that certain Master Lease Agreement dated October 14, 2009 and the related Financing Lease Schedule No. 6243.27 dated September 28, 2011 (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 **Two Years** commencing on September 28, 2011 and will expire on September 28, 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 September 28, 2011.

**The Huntington National Bank**  
 By: Christine M. McIntosh  
 Name: Christine M. McIntosh  
 Title: Sales Coordinator

State of Ohio, County of Hamilton

On 9/28/11 before me personally appeared Christine M. McIntosh, 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.

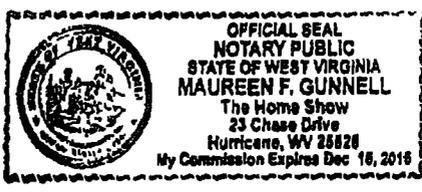
Darlene Williams  
 Notary Public  
 My commission expires May 13, 2014  
**DARLENE WILLIAMS**  
 Notary Public, State of Ohio  
 My Commission Expires May 13, 2014

Rail Connection, Inc.  
 By: Warren K. Higginbotham  
 Name Warren K. Higginbotham  
 Title: v.p.

State of West Virginia, County of Putnam

On 29th Sept. 2011 before me personally appeared Warren K. Higginbotham, to me personally know, who being by my duly sworn says that he is v.p. 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 September 28, 2011 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

**Quantity of Rail Cars:** (122) One Hundred Twenty Two

**Description of Cars:** (122) Used Open Top Hoppers currently bearing the following Railroad Car Marks and Numbers

<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>
SOO	62919	SOO	62961	SOO	63002
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SOO	62921	SOO	62963	SOO	63004
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SOO	62940	SOO	62982	SOO	63023
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SOO	62948	SOO	62990	SOO	63031
SOO	62949	SOO	62991	SOO	63032
SOO	62950	SOO	62992	SOO	63033

*W/CA*

SOO	62951	SOO	62993	SOO	63034
SOO	62952	SOO	62994	SOO	63035
SOO	62953	SOO	62995	SOO	63036
SOO	62955	SOO	62996	SOO	63037
SOO	62956	SOO	62997	SOO	63038
SOO	62957	SOO	62998	SOO	63039
SOO	62958	SOO	62999	SOO	63040
SOO	62959	SOO	63000	SOO	63041
SOO	62960	SOO	63001		

*Wick*

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 October 3, 2011 Edward M Luria  
Edward M Luria