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SURFACE TRANSPORTATION BOARD

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

20036

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December 30, 2011

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 December 29, 2011, 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
December 30, 2011
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A description of the railroad equipment covered by the enclosed document is:

30 railcars: JTSX 316454, JTSX 316491, JTSX 466753, JTSX 466766, JTSX 466780, JTSX 466790, JTSX 466801, JTSX 466804, JTSX 466808, JTSX 466812, JTSX 466817, JTSX 466818, JTSX 466825, JTSX 466830, JTSX 466848, JTSX 466854, JTSX 466868, JTSX 466869, JTSX 466876, JTSX 466885, JTSX 466886, JTSX 466893, JTSX 466899, JTSX 466909, JTSX 466910, JTSX 466911, JTSX 466917, JTSX 466918, JTSX 466920 and JTSX 480648.

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/bhs
Enclosures

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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. 6243.29 dated December 29, 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 **60 months** commencing on December 29, 2011 and will expire on January 29, 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 December 29, 2011.



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

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

State of Ohio, County of Hamilton

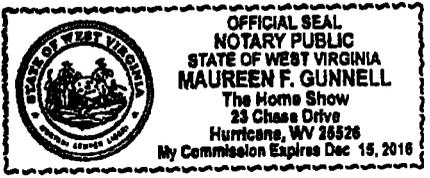
On 12/29/11 before me personally appeared Christine McIntosh, to me personally know, who being by me duly sworn says that he is Sales Coordinator of the Huntington National Bank, and that he executed the forgoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation

Elizabeth L. Jaes
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 12/27/11 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 12-15-2016

**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated December 29, 2011 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee"

Quantity of Rail Cars: (30) Thirty

Description of Cars: (30) Thirty 1980 National Steel Car 4650 cu ft capacity, 263,000 lbs GWR limit, covered hoppers currently bearing the following Railroad Car Marks and Numbers:

Unit Initial	Unit Number
JTSX	316454
JTSX	316491
JTSX	466753
JTSX	466766
JTSX	466780
JTSX	466790
JTSX	466801
JTSX	466804
JTSX	466808
JTSX	466812
JTSX	466817
JTSX	466818
JTSX	466825
JTSX	466830
JTSX	466848
JTSX	466854
JTSX	466868
JTSX	466869
JTSX	466876
JTSX	466885
JTSX	466886
JTSX	466893
JTSX	466899
JTSX	466909
JTSX	466910
JTSX	466911
JTSX	466917
JTSX	466918
JTSX	466920
JTSX	480648

Wk 4

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 12-30-11

Edward M Luria
Edward M. Luria