

RECORDATION NO. 29540-C
FILED August 24, 2012 10:05 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 24, 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 August 24, 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 Number 29540.

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

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

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

Section Chief
August 24, 2012
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A description of the railroad equipment covered by the enclosed document is:

16 hopper railcars: JTSX 6316 and within the series JTSX 6009 – JTSX 6083 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

dated as of August 24, 2012

between

THE HUNTINGTON NATIONAL BANK
as Assignee

and

RAIL CONNECTION, INC.
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on August ____, 2012 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of August 24, 2012, by and between RAIL CONNECTION, INC., a West Virginia corporation, with an address at 737 Eleanor Industrial Park, Eleanor, WV 25070 ("Assignor") and THE HUNTINGTON NATIONAL BANK, a national banking corporation, with an address at 105 E. 4th Street, Ste. 200C, Cincinnati, OH 45202 ("Assignee"), with reference to the following:

The David J. Joseph Company ("Original Lessor") and Strategic Materials, Inc. ("Lessee") executed that certain Lease Agreement dated as of November 1, 2010, as amended from time to time and, pursuant thereto, that certain Rider No. 1 dated November 1, 2010 (collectively, the "Lease"), pertaining to the railcars described on Exhibit A attached hereto (the "Railcars"). The Lease was recorded with the Surface Transportation Board on November 15, 2010 under Recordation Number 29540. Subsequently, the Original Lessor and Assignor ("New Lessor") executed an Assignment and Assumption Agreement dated as of June 21, 2012 assigning all of Original Lessor's interests in and to the Lease and Railcars to the New Lessor (the "First Assignment"). The First Assignment was recorded with the Surface Transportation Board on July 12, 2012 under Recordation Number 29540-B.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment of Lease Agreement dated as of June 29, 2012 (the "Second Assignment"), pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease Agreement to provide notice of such assignment.

This Memorandum of Assignment of Lease Agreement relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: [Signature]
Name: Warren K. Higginbotham
Title: V.P.

STATE OF WV
COUNTY OF Putnam

On this 23rd day of August 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 8/23, 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.



[Signature]
Notary Public

My commission expires: 12-15-2016

[*Huntington signatures appear on next page*]

THE HUNTINGTON NATIONAL BANK

By: Jessica F Bendel
Name: Jessica F Bendel
Title: AVP

STATE OF Ohio,
COUNTY OF Hamilton.

On this 24 day of August, 2012 before me appeared Jessica Bendel, to me personally known, who being by me duly sworn, says that she is the AVP of The Huntington National Bank, that said instrument was signed on 8/24, 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.



ELIZABETH L. HICKMAN
Notary Public, State of Ohio
My Comm. Expires March 28, 2017
Recorded in Hamilton County

My commission expires:

EXHIBIT A
DESCRIPTION OF UNITS

Description	Serial No	Built Date
(16) 1980 Pullman 3 Pocket Hopper Cars	JTSX 6009	1/1/1979
	JTSX 6013	1/1/1979
	JTSX 6018	1/1/1979
	JTSX 6019	1/1/1979
	JTSX 6021	1/1/1979
	JTSX 6023	1/1/1979
	JTSX 6025	1/1/1979
	JTSX 6029	1/1/1979
	JTSX 6040	1/1/1979
	JTSX 6054	1/1/1980
	JTSX 6064	1/1/1980
	JTSX 6069	1/1/1980
	JTSX 6075	2/1/1980
	JTSX 6079	2/1/1980
	JTSX 6083	2/1/1980
	JTSX 6316	9/1/1980

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: 8-24-12

Edward M Luria
Edward M. Luria