



**The Huntington National Bank**  
 105 East Fourth Street, Suite 200C  
 Cincinnati, OH 45202  
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RECORDATION NO. 30374 FILED

SEP 10 '12 -11 30 AM

**SURFACE TRANSPORTATION BOARD**

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

August 29, 2012

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 Agreement, dated as of August 1, 2012, 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

<p><b>Lessor. The Huntington National Bank</b>          105 East Fourth Street, Suite 200C          Cincinnati, OH 45202</p>	<p><b>Lessee Rail Connection, Inc.</b>          737 Eleanor Industrial Park          Eleanor, WV 25070</p>
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A description of the railroad equipment covered by the enclosed document is

One-Hundred and Three (103) used Open Top Hoppers and currently bearing the following Railroad Car Marks and Numbers

SOO62800, SOO62836 SOO62876, SOO62911, SOO62802, SOO62837, SOO62877, SOO62912, SOO62803, SOO62838, SOO62878, SOO62913, SOO62805, SOO62839, SOO62879, SOO62914, SOO62806, SOO62840, SOO62880, SOO62915, SOO62807, SOO62841, SOO62873, SOO62916, SOO62808, SOO62843, SOO62874, SOO62918, SOO62809, SOO62846, SOO62881, SOO62810, SOO62847, SOO62883, SOO62811, SOO62848, SOO62885, SOO62812, SOO62849, SOO62886, SOO62813, SOO62850, SOO62887, SOO62814, SOO62851, SOO62889, SOO62816, SOO62852, SOO62890, SOO62818, SOO62853, SOO62891, SOO62819, SOO62854, SOO62892, SOO62820, SOO62855, SOO62893, SOO62821, SOO62856, SOO62894, SOO62822, SOO62858, SOO62895, SOO62823, SOO62859, SOO62897, SOO62824, SOO62860, SOO62898, SOO62825, SOO62861, SOO62899, SOO62826, SOO62862, SOO62900, SOO62827, SOO62863, SOO62901, SOO62828, SOO62864, SOO62902, SOO62829, SOO62865, SOO62903, SOO62830, SOO62867, SOO62904, SOO62831, SOO62868, SOO62905, SOO62832, SOO62869, SOO62906, SOO62833, SOO62870, SOO62907, SOO62834, SOO62871, SOO62908, SOO62835, SOO62875, SOO62909

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 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,

**The Huntington National Bank**  
 Jessica Bendel  
 Sales Coordinator

REGISTRATION NO. 30374 FILED

SEP 10 '12 -11 30 AM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

dated as of August 1, 2012

between

RAIL CONNECTION, INC.,  
as Lessee

and

THE HUNTINGTON NATIONAL BANK  
as Lessor

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

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

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 1, 2012, by and between **RAIL CONNECTION, INC.**, a West Virginia corporation ("Lessee") and **THE HUNTINGTON NATIONAL BANK**, a national banking association ("Lessor"), with reference to the following:

1. Pursuant to that certain Master Lease Agreement No. 6243 dated October 16, 2006 ("Master Agreement") and the related Financing Lease Schedule No. 36 dated as of August 1, 2012 ("Schedule"), Lessor leased to the Lessee the railroad cars identified on **Exhibit No. 1** attached hereto and made a part hereof. Such Master Lease and Schedule, and any amendments, replacements or modifications thereto, are collectively referred to herein as the "Lease"
2. The addresses of Lessor and Lessee are as follows:  
  
Lessor: The Huntington National Bank  
Equipment Finance Division  
105 E. Fourth Street, Suite 200C  
Cincinnati, Ohio 45202  
  
Lessee: Rail Connection, Inc.  
737 Eleanor Industrial Park  
Eleanor, WV 25070
3. The term of the Lease is **twelve (12) months** commencing **August 1, 2012** and will expire on **August 1, 2013**.
4. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

**THE HUNTINGTON NATIONAL BANK**  
a national banking association

By: Jessica F. Bendel  
Name: Jessica F. Bendel  
Title: Assistant Vice President

STATE OF OHIO )  
 ) ss.  
COUNTY OF Hamilton )

I HEREBY CERTIFY, that on this 28 day of August, 2012, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Jessica Bendel, who acknowledged herself to be the Assistant Vice Pres. of **THE HUNTINGTON NATIONAL BANK**, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Officer of said company by signing the name of the company by herself as the Assistant VP

AS WITNESS my hand and notarial seal.

Elizaeth L. Hickman  
Notary Public

My commission expires: 3-28-17



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

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

RAIL CONNECTION, INC.,  
a West Virginia corporation

By: [Signature]  
Name: Wayne K Higginbotham  
Title: V.P.

STATE OF WV )  
 ) ss.  
COUNTY OF Putnam )

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of August, 2012, before me, the undersigned, a Notary Public of the State of WV, personally appeared Wayne K Higginbotham, who acknowledged himself to be the Vice-President of RAIL CONNECTION, INC., a West Virginia corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice-president of said company by signing the name of the company by himself as the Vice-President.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My commission expires: 12-15-2016

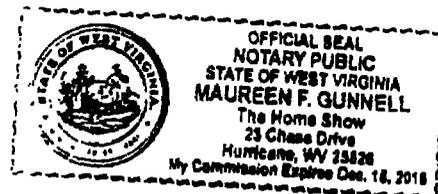


EXHIBIT NO. I  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One-Hundred and Three (103) used Open Top Hoppers and currently bearing the following Railroad Car Marks and Numbers:

SOO62800, SOO62836, SOO62876, SOO62911, SOO62802, SOO62837, SOO62877, SOO62912,  
SOO62803, SOO62838, SOO62878, SOO62913, SOO62805, SOO62839, SOO62879, SOO62914,  
SOO62806, SOO62840, SOO62880, SOO62915, SOO62807, SOO62841, SOO62873, SOO62916,  
SOO62808, SOO62843, SOO62874, SOO62918, SOO62809, SOO62846, SOO62881, SOO62810,  
SOO62847, SOO62883, SOO62811, SOO62848, SOO62885, SOO62812, SOO62849, SOO62886,  
SOO62813, SOO62850, SOO62887, SOO62814, SOO62851, SOO62889, SOO62816, SOO62852,  
SOO62890, SOO62818, SOO62853, SOO62891, SOO62819, SOO62854, SOO62892, SOO62820,  
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SOO62864, SOO62902, SOO62829, SOO62865, SOO62903, SOO62830, SOO62867, SOO62904,  
SOO62831, SOO62868, SOO62905, SOO62832, SOO62869, SOO62906, SOO62833, SOO62870,  
SOO62907, SOO62834, SOO62871, SOO62908, SOO62835, SOO62875, SOO62909