



The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202
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SEP 10 '12 -11 40 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 Assignment 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:

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

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 Assignment 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

dated as of August 1, 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 1, 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

Assignor and Severstal Dearborn Inc., a Delaware corporation ("Lessee") executed that certain Master Railroad Equipment Lease dated as of October 14, 2009, as amended from time to time and, pursuant thereto, that certain Schedule No. 03 dated April 18, 2010 (and executed May 5, 2010) (collectively, the "Lease"), pertaining to the railcars described on Exhibit A attached hereto (the "Railcars")

Assignor, as assignor, and Assignee, as assignee, executed that certain Assignment dated as of July 1, 2010 (the "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.

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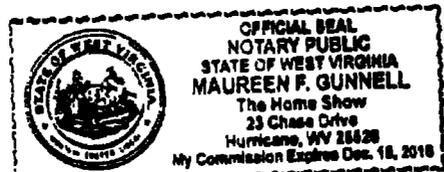
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

RAIL CONNECTION, INC.
a West Virginia corporation

By [Signature]
Name: [Signature]
Title: VP

STATE OF WV
COUNTY OF Putnam

On this 23rd day of August, 2012 before me appeared Maureen F. Gunnell 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.



[Notarial Seal]

[Signature]

Notary Public

My commission expires: 12-15-2016

[Huntington signatures appear on next page]

THE HUNTINGTON NATIONAL BANK

By Deborah F. Benschel
Name Deborah F. Benschel
Title Assistant Vice President

STATE OF Ohio
COUNTY OF Hamilton

On this 28 day of August, 2012 before me appeared Jessica Benschel, to me personally known, who being by me duly sworn, says that she is the Assistant VP of The Huntington National Bank, that said instrument was signed on 8/28, 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.

[Notarial Seal]



Elizabeth L. Hickman

ENZABETH L. HICKMAN
Notary Public
My Comm. Expires March 28, 2017
Recorded in Hamilton County

My commission expires:

EXHIBIT A
DESCRIPTION OF UNITS

**One Hundred and Four (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**