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

OF COUNSEL  
URBAN A. LESTER

February 27, 2013

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 Agreement, dated as of October 30, 2012, 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  
February 27, 2013  
Page 2

A description of the railroad equipment covered by the enclosed document is:

90 open top hopper railcars within the series JTSX 19002 – JTSX 19110 as more particularly set forth in the attachment to the document.

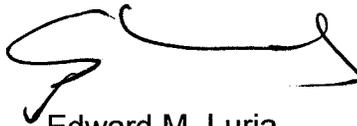
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

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.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of October 20 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.

WKK

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 30, 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. 37 dated as of October 30, 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 **eighteen (18) months** commencing October 30, 2012 and will expire on October 30, 2014.
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.

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LKH





EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Ninety (90) used Open Top Hoppers and  
currently bearing the following Railroad Car Marks and Numbers:

JTSX19002, JTSX19003, JTSX19005, JTSX19006, JTSX19008, JTSX19009, JTSX19010, JTSX19011,  
JTSX19012, JTSX19013, JTSX19014, JTSX19015, JTSX19016, JTSX19017, JTSX19018, JTSX19020,  
JTSX19022, JTSX19023, JTSX19025, JTSX19027, JTSX19028, JTSX19029, JTSX19030, JTSX19031,  
JTSX19033, JTSX19034, JTSX19035, JTSX19036, JTSX19037, JTSX19038, JTSX19039, JTSX19040,  
JTSX19041, JTSX19042, JTSX19043, JTSX19044, JTSX19045, JTSX19046, JTSX19047, JTSX19048,  
JTSX19049, JTSX19051, JTSX19053, JTSX19054, JTSX19055, JTSX19056, JTSX19057, JTSX19058,  
JTSX19059, JTSX19062, JTSX19063, JTSX19064, JTSX19066, JTSX19068, JTSX19070, JTSX19071,  
JTSX19072, JTSX19073, JTSX19075, JTSX19076, JTSX19077, JTSX19078, JTSX19079, JTSX19080,  
JTSX19081, JTSX19082, JTSX19083, JTSX19084, JTSX19085, JTSX19086, JTSX19087, JTSX19088,  
JTSX19089, JTSX19091, JTSX19092, JTSX19093, JTSX19094, JTSX19095, JTSX19096, JTSX19098,  
JTSX19101, JTSX19102, JTSX19103, JTSX19104, JTSX19105, JTSX19106, JTSX19107, JTSX19108,  
JTSX19109, JTSX19110

*WKS*

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: 2/27/13

Edward M Luria  
Edward M. Luria