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April 25, 2013

Via Online Filing

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) is a copy of the Memorandum of Assignment of Lease, Rents, and Profits, dated as of April 25, 2013, between MVB Bank, Inc. and Rail Connection, Inc. a 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:

Assignee: **MVB Bank, Inc.**
406 West Main Street
Clarksburg, WV 26301

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

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

Up to 150 steel bodied, 3600-4000 cubic feet capacity 283,000lbs GWR limit, open top hoppers carrying the car mark and numbers.

APPX 40001, APPX 40002, APPX 40003, APPX 40004, APPX 40005, APPX 40006, APPX 40007, APPX 40008, APPX 40009, APPX 40010, APPX 40011, APPX 40012, APPX 40013, APPX 40014, APPX 40015, APPX 40016, APPX 40017, APPX 40018, APPX 40019, APPX 40020, APPX 40021, APPX 40022, APPX 40023, APPX 40024, APPX 40025, APPX 40026, APPX 40027, APPX 40028, APPX 40029, APPX 40030, APPX 40031, APPX 40032, APPX 40033, APPX 40034, APPX 40035, APPX 40036, APPX 40038, APPX 40039, APPX 40041, APPX 40042, APPX 40044, APPX 40045, APPX 40046, APPX 40047, APPX 40048, APPX 40049, APPX 40050, APPX 40051, APPX 40053, APPX 40054, APPX 40055, APPX 40057, APPX 40060, APPX 40061, APPX 40062, APPX 40063, APPX 40065, APPX 40066, APPX 40067, APPX 40068, APPX 40071, APPX 40072, APPX 40073, APPX 40074, APPX 40077, APPX 40078, APPX 40079, APPX 40082, APPX 40083, APPX 40084, APPX 40085, APPX 40086, APPX 40087, APPX 40088, APPX 40089, APPX 40090, APPX 40091, APPX

40092, APPX 40093, APPX 40094, APPX 40095, APPX 40096, APPX 40097, APPX 40098, COGX 7, COGX 10, COGX 11, COGX 13, COGX 17, COGX 24, COGX 25, COGX 26, COGX 27, COGX 31, COGX 41, COGX 47, COGX 49, COGX 50, COGX 53, COGX 56, COGX 58, COGX 61, COGX 62, COGX 65, COGX 70, COGX 71, COGX 74, COGX 74, COGX 75, COGX 81, COGX 86, COGX 88, COGX 92, COGX 93, COGX 103, COGX 104, COGX 106, COGX 112, COGX 113, COGX 114, COGX 115, COGX 118, COGX 119, COGX 124, COGX 126, COGX 135, COGX 137, COGX 139, COGX 141, COGX 143, COGX 146, COGX 147, COGX 148, COGX 149, COGX 151, COGX 152, COGX 153, COGX 154, COGX 155, COGX 156, COGX 157, COGX 158, APPX 17000, APPX 17001, APPX 17002, APPX 17003, APPX 17004, APPX 17005, APPX 17006, APPX 17007, APPX 17008, APPX 17009, APPX 17010.

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

Memorandum of Assignment of Lease, Rents, and Profits.

In addition, the Surface Transportation Board recording fee of \$42 was paid by credit card. Thank you.

Sincerely,



Katherine E. Charonko

KEC
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE, RENTS, AND PROFITS

This **MEMORANDUM OF ASSIGNMENT OF LEASE, RENTS, AND PROFITS** dated as of the 25th day of April 2013, (the "Memorandum") is made by and between RAIL CONNECTION, INC., a West Virginia corporation, with an address at 737 Eleanor Industrial Park, Eleanor, West Virginia 25070 (the "Assignor"), and MVB BANK, INC., a West Virginia corporation, with an address at 406 West Main Street, Clarksburg, West Virginia 26301 (the "Assignee" and, together with the Assignor, the "Parties").

WHEREAS, the Assignor, as Lessor, and Severstal Dearborn, LLC, as Lessee, entered into that certain Master Full Service Railcar Lease dated as of August 3, 2011 (the "Lease") providing for the Lessee's lease of one hundred fifty (150) rail cars described on Schedule #1 hereto (the "Cars") from the Assignor. Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 simultaneously with this Memorandum.

WHEREAS, the Assignee has provided a Loan to the Assignor, and in connection therewith the Assignor has agreed to grant the Assignee a security interest in the Cars and assign the Lease, together with the rents and profits relating thereto, to the Assignee as further collateral to secure the Loan.

WHEREAS, the Parties have entered into that certain Assignment of Lease, Rents, and Profits of even date herewith (the "Assignment"), evidencing the assignment of the Lease, together with the rents and profits relating thereto.

WHEREAS, the Parties wish to show for the public record the existence of the Assignment, and the respective interests therein of the Parties in and to the Cars and the Lease, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written and filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301(a).

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Assignor hereby assigns to the Assignee all of the Assignor's right, title and interest in, to, and under the Lease in accordance with the terms and conditions of the Assignment, and the Assignee confirms and accepts assignment upon such terms and conditions.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease, Rents, and Profits to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Assignor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

RAIL CONNECTION, INC., as Assignor

By: 

Name: Warren K. Higgenbotham

Title: V.P.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Assignee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

MVB BANK, INC., as Assignee

By: 

Name: Louis S. Argento

Title: V.P.

SCHEDULE #1
DESCRIPTION OF RAILCARS

See Attached

Schedule #1

Exhibit A

Quantity

Equipment Description

Reporting Marks and Numbers

Up to 150

Steel bodied, 3600-4000 cu ft capacity 263,000lbs GWR limit, open top hoppers carrying the car mark and numbers

A list of reporting marks and numbers will be provided once all the Cars covered hereunder have delivered.

APPX	40001	APPX	40041	APPX	40091	COGX	103
APPX	40002	APPX	40042	APPX	40092	COGX	104
APPX	40003	APPX	40044	APPX	40093	COGX	106
APPX	40004	APPX	40045	APPX	40094	COGX	112
APPX	40005	APPX	40046	APPX	40095	COGX	113
APPX	40006	APPX	40047	APPX	40096	COGX	114
APPX	40007	APPX	40048	APPX	40097	COGX	115
APPX	40008	APPX	40049	APPX	40098	COGX	118
APPX	40009	APPX	40050	COGX	7	COGX	119
APPX	40010	APPX	40051	COGX	10	COGX	124
APPX	40011	APPX	40053	COGX	11	COGX	126
APPX	40012	APPX	40054	COGX	13	COGX	135
APPX	40013	APPX	40055	COGX	17	COGX	137
APPX	40014	APPX	40057	COGX	24	COGX	139
APPX	40015	APPX	40060	COGX	25	COGX	141
APPX	40016	APPX	40061	COGX	26	COGX	143
APPX	40017	APPX	40062	COGX	27	COGX	146
APPX	40018	APPX	40063	COGX	31	COGX	147
APPX	40019	APPX	40065	COGX	41	COGX	148
APPX	40020	APPX	40066	COGX	47	COGX	149
APPX	40021	APPX	40067	COGX	49	COGX	151
APPX	40022	APPX	40068	COGX	50	COGX	152
APPX	40023	APPX	40071	COGX	53	COGX	153
APPX	40024	APPX	40072	COGX	56	COGX	154
APPX	40025	APPX	40073	COGX	58	COGX	155
APPX	40026	APPX	40074	COGX	61	COGX	156
APPX	40027	APPX	40077	COGX	62	COGX	157
APPX	40028	APPX	40078	COGX	65	COGX	158
APPX	40029	APPX	40079	COGX	69	APPX	17000
APPX	40030	APPX	40082	COGX	70	APPX	17001
APPX	40031	APPX	40083	COGX	71	APPX	17002
APPX	40032	APPX	40084	COGX	74	APPX	17003
APPX	40033	APPX	40085	COGX	75	APPX	17004
APPX	40034	APPX	40086	COGX	81	APPX	17005
APPX	40035	APPX	40087	COGX	86	APPX	17006
APPX	40036	APPX	40088	COGX	88	APPX	17007
APPX	40038	APPX	40089	COGX	92	APPX	17008
APPX	40039	APPX	40090	COGX	93	APPX	17009
						APPX	17010

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