

RECORDATION NO 27500 FILED

MAY 09 '08

4:10 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

May 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 21, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: F & F Iron & Metals
514 W Washington St
Norton, KS 67654

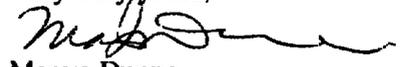
A description of the railroad equipment covered by the enclosed document is fourteen (14) 3267 cu. ft. capacity gondola cars with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(FIR/001)

MAY 09 '08 4:10 PM

ASSGN. NO.: FFRI001

MEMORANDUM OF LEASE

SOUTH DAKOTA TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of April, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and F & F Iron & Metal Co. ("Lessee"), a Kansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 21, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, _____, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 21st day of April, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of April, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

F & F IRON & METAL CO.

ATTEST:

By: Jon P Engelbert

Name: Von Fahrenbruch

Title: President

By: Kiel Fahrenbruch

Name: Kiel Fahrenbruch

Title: Treasurer

Executed on this 24 day of March, 2008.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Norton

I, John P Engelbert, a Notary Public of the County and State aforesaid, certify that Von Fahrenbruch personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of March, 2008.

John P Engelbert
Notary Public

Commission Expires:

10-26-09
(Notary Public)

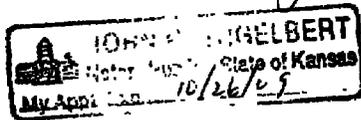


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: 66 ft. Gondola Cars, with 3267 cu. ft. capacity.

CAR NUMBERS:

NDYX 360000
NDYX 360011
NDYX 360040
NDYX 360049
NDYX 360071
NDYX 360080
NDYX 360115
NDYX 360131
NDYX 360144
NDYX 360168
NDYX 360180
NDYX 360186
NDYX 360192
NDYX 360197