

**Piper Rudnick**

RECORDATION NO. 24651 FILED

203 North LaSalle Street, Suite 1800  
Chicago, Illinois 60601-1293  
main 312.368.4000 fax 312.236.7516

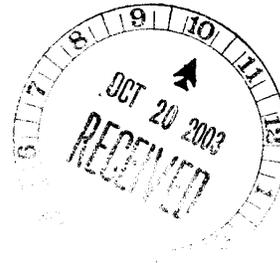
OCT 20 '03 1-21 PM

SURFACE TRANSPORTATION BOARD

SUSAN G. LICHTENFELD  
susan.lichtenfeld@piperrudnick.com  
direct 312.368.2125  
direct fax 312.630.6338

October 13, 2003

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of September 8, 2003 (the "Memorandum") between Rail Logistics, LC, as Transferor, and Railcar Custom Leasing, LLC, as Transferee, which Memorandum is a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The Memorandum relates to that certain Rail Logistics L.C. Master Car Leasing Agreement and Service Contract #03-F1223 dated June 26, 2003, and Rider #03-1223R-1, between Rail Logistics, L.C., as lessor, and Horsehead Resource Development Company, Inc., as lessee.

The names and address of the parties to the enclosed Memorandum are:

Transferor: Rail Logistics, LC  
6400 W. 110<sup>th</sup> Street  
Suite 100  
Overland Park, KS 66211

Transferee: Railcar Custom Leasing, LLC  
980 N. Michigan Avenue  
Suite 1000  
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

# Piper Rudnick

Mr. Vernon A. Williams  
October 13, 2003  
Page 2

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Piper Rudnick, 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Assignment of Lease, dated as of September 8, 2003, between Rail Logistics, LC, as Transferor, and Railcar Custom Leasing, LLC, as Transferee, relating to the assignment of Rail Logistics L.C. Master Car Leasing Agreement and Service Contract #03-F1223 dated June 26, 2003, and Rider #03-1223R-1, between Rail Logistics, L.C., as lessor, and Horsehead Resource Development Company, Inc., as lessee.

Very truly yours,

**PIPER RUDNICK LLP**

  
Susan G. Lichtenfeld

SGL:rc  
Enclosures

OCT 20 '03 1-21 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 8th day of September, 2003, is made by RAIL LOGISTICS, LC, a Kansas limited liability company, with an address at 6400 W. 110<sup>th</sup> Street, Suite 100, Overland Park, KS 66211 (the "Transferor"), and RAILCAR CUSTOM LEASING, LLC, a Tennessee limited liability company, with an address at 980 N. Michigan Avenue, Suite 1000, Chicago, IL 60611 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor, as assignor, and Transferee, as assignee, previously entered into the Assignment of Lease dated as of September 8, 2003 (the "Assignment of Lease"), pursuant to which Transferor assigned to Transferee all rents, issues and profits from Transferor's leasehold interests in that certain Master Car Leasing Agreement and Service Contract #03-F1223 dated June 26, 2003 between Transferor, as lessor, and Horsehead Resource Development Company, Inc., as lessee, (the "Railcar Lease") and Rider #03-1223R.1 dated June 11, 2003 ("Rider 03-1223R.1"; the Railcar Lease and Rider 03-1223R.1 are hereinafter collectively referred to as the "Lease") relating to the lease of 20 covered hopper railcars identified on Schedule 1 attached hereto (the "Equipment").

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

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

RAIL LOGISTICS, LC

By: Chris M. Mrochowski  
Name: Chris Mrochowski  
Title: CEO

RAILCAR CUSTOM LEASING, LLC

By: Brenda McKenzie  
Name: Brenda McKenzie  
Title: CEO

STATE OF KANSAS            )  
  )SS  
COUNTY OF Johnson )

On this 5<sup>th</sup> day of September, 2003, before me personally appears Chris Murchowski  
\_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the  
CFO of RAIL LOGISTICS, LC (the "Company"), that the foregoing  
instrument was signed by him on behalf of the said Company, and he/she acknowledged that the  
execution of the foregoing instrument was the duly authorized, free act and deed of the said  
Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

James R. White  
Notary Public

[SEAL]

My Commission expires:

STATE OF ILLINOIS        )  
  )SS  
COUNTY OF COOK         )

On this \_\_\_\_\_ day of September, 2003 before me personally appears DENNIS  
AMICK, to me personally known, who by me duly sworn, says that he is the President of  
RAILCAR CUSTOM LEASING, LLC (the "Company"), that the foregoing instrument was  
signed by him on behalf of the said Company, and he acknowledged that the execution of the  
foregoing instrument was the duly authorized, free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

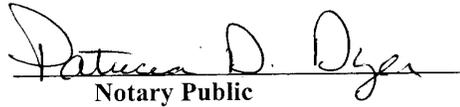
[SEAL]

My Commission expires:

STATE OF TENNESSEE )  
 )SS  
COUNTY OF BRADLEY )

On this 12<sup>th</sup> day of September, 2003 before me personally appears Brenda McKenzie, to me personally known, who by me duly sworn, says that she is the Chief Executive Officer of RAILCAR CUSTOM LEASING, LLC (the "Company"), that the foregoing instrument was signed by her on behalf of the said Company, and she acknowledged that the execution of the foregoing instrument was the duly authorized, free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

{SEAL}

My Commission expires:

My Commission Expires May 2, 2005

**SCHEDULE 1  
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**EQUIPMENT**

20 covered hopper railcars bearing the following marks and numbers:

| <u>Old Mark</u> | <u>New Mark</u> | <u>Car Number</u> |
|-----------------|-----------------|-------------------|
| SIRX            | EAFX            | 5016              |
| SIRX            | EAFX            | 5017              |
| SIRX            | EAFX            | 5018              |
| SIRX            | EAFX            | 5019              |
| SIRX            | EAFX            | 5020              |
| SIRX            | EAFX            | 5021              |
| SIRX            | EAFX            | 5023              |
| SIRX            | EAFX            | 5024              |
| SIRX            | EAFX            | 16028             |
| SIRX            | EAFX            | 16026             |
| SIRX            | EAFX            | 16027             |
| SIRX            | EAFX            | 16029             |
| SIRX            | EAFX            | 16031             |
| SIRX            | EAFX            | 16032             |
| SIRX            | EAFX            | 16033             |
| SIRX            | EAFX            | 16034             |
| SIRX            | EAFX            | 16037             |
| SIRX            | EAFX            | 16038             |
| SIRX            | EAFX            | 16039             |
| SIRX            | EAFX            | 16040             |