

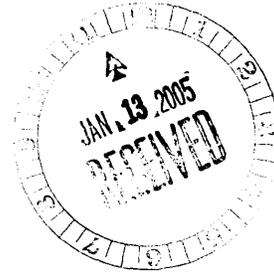
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FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 25174-A FILED
JAN 13 '05 4-41 PM
SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

January 6, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated November 4, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25174.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee: Galamba Metals Group, LLC 3005 Manchester TRFWY Kansas City, MO 64129
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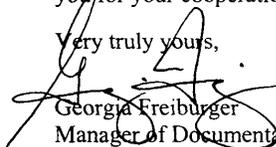
A description of the railroad equipment covered by the enclosed document is forty (40) 52'6" gondola cars, with NDYX marks (see Exhibit A for number).

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

Also enclosed is a check in the amount of \$32.00 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(GAME002)

RECORDATION NO. 25174-A FILED

ASSGN. NO.: GAME002

JAN 13 '05

4-41 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of November, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Galamba Metals Group, LLC ("Lessee"), a Missouri limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 2, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 2, 2004, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Theresa Catapano

Name: THERESA CATAPANO

Title: _____

Title: MGR. OF DOCUMENTATION Executed on this 4th day of NOVEMBER 2004

[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 4th day of November 2004

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

GALAMBA METALS GROUP, LLC

ATTEST:

By: Raynard Brown, manager

Name: Raynard Brown

Title: Manager

By: John J. Rakos

Name: John J. Rakos

Title: C.O.O.

Executed on this 1st day of Nov, 2004

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF Jackson

I, Julie L. Hiron, a Notary Public of the County and State aforesaid, certify that Raynard J. Brown 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 1st day of Nov, 2004.

Julie L. Hiron
Notary Public

Commission Expires:

8-9-2005

(Notary Public)

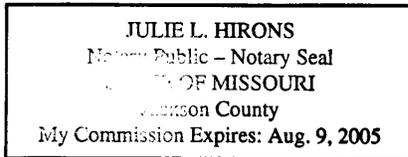


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 52'6" Gondola cars with 4'6" sides and GRL of 263,000 lbs.

CAR NUMBERS:

NDYX 310814	NDYX 311053
NDXY 310819	NDYX 311054
NDYX 310831	NDYX 311074
NDYX 310855	NDYX 311089
NDYX 310900	NDYX 311103
NDYX 310903	NDYX 311107
NDYX 310912	NDYX 311117
NDYX 310922	NDYX 311125
NDYX 310946	NDYX 311126
NDYX 310949	NDYX 311144
NDYX 310952	NDYX 311148
NDYX 310953	NDYX 311178
NDYX 310956	NDYX 311201
NDYX 310962	NDYX 311236
NDYX 310992	NDYX 311256
NDYX 311017	NDYX 311266
NDYX 311024	NDYX 311272
NDYX 311028	NDYX 311274
NDYX 311036	NDYX 311288
NDYX 311044	NDYX 311294