

# 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. 24642-B FILED

JUN 17 '05 11-02 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

June 14, 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 an Amendment to Memorandum of Lease Agreement, dated May 16, 2005, 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 24642.

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: MHF-LS Equipment, Inc.  
800 Cranberry Woods Drive  
Suite 450  
Cranberry Township, PA 16066

A description of the railroad equipment covered by the enclosed document is sixteen (16) 2743 cu. ft. capacity mill gondola railcars, marked NDYX (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 \$33.00 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) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano  
Manager of Documentation

Enclosures

(MHFL003)

ASSGN. NO.: MHFL003

JUN 17 '05 11-02 AM

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16<sup>th</sup> day of May, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and MHF-LS EQUIPMENT, INC. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 15, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 3, 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: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: \_\_\_\_\_

Title: MANAGER OF DOCUMENTATION Executed on this 16<sup>th</sup> day of May, 2005.

[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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16<sup>th</sup> day of May, 2005

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

MHF-LS EQUIPMENT, INC.

By: [Signature]

Name: Steve Hiecky

Title: Equipment Manager

ATTEST:

By: [Signature]

Name: Clifford J. Bright

Title: VP of Finance Admin

Executed on this 10<sup>th</sup> day of MAY, 2005.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Lawrence

I, Joyce E. Fritsche, a Notary Public of the County and State aforesaid, certify that Clifford J. Bright personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of May, 2005.

[Signature]  
Notary Public

Commission Expires:  
Sept. 19, 2005  
(Notary Public)

Notarial Seal  
Joyce E. Fritsche, Notary Public  
Slippery Rock Twp., Lawrence County  
My Commission Expires Sept. 19, 2005  
Member, Pennsylvania Association of Notaries

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Sixteen (16)

DESCRIPTION OF CARS:   2743 cfc. mill gondola railcars with  
286,000 GWR, 52'06" in length with 5'  
side height.

CAR NUMBERS:

NDYX 322000  
NDYX 322002  
NDYX 322005  
NDYX 322011  
NDYX 322012  
NDYX 322014  
NDYX 322015  
NDYX 322018  
NDYX 322019  
NDYX 322027  
NDYX 322030  
NDYX 322032  
NDYX 322035  
NDYX 322037  
NDYX 322042  
NDYX 322047