

FIRST UNION RAIL

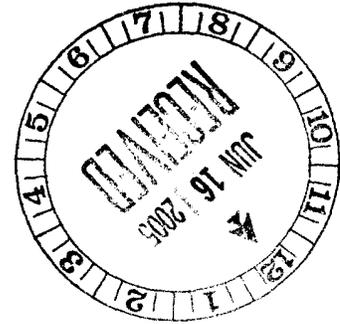
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 24642-C FILED

JUN 17 '05 11-07 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd 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 a 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
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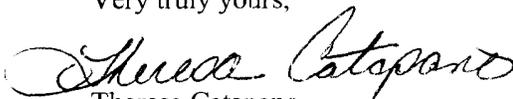
A description of the railroad equipment covered by the enclosed document is thirty-five (35) 2494 cu. ft. capacity mill gondola railcars, marked NDYX. (see Exhibit A for car numbers).

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

(MHFL004)

ASSIGN. NO.: MHFL004

JUN 17 '05 11-07 AM

MEMORANDUM OF LEASE **SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th 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. 4 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 21, 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 16th day of May, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

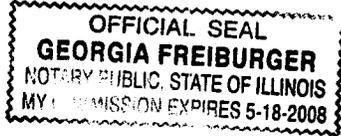
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

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

[Signature]
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

MHF-LS EQUIPMENT, INC.

By: [Signature]

Name: Steve Lipicky

Title: Equipment Manager

ATTEST:

By: [Signature]

Name: Clifford F. Bright

Title: VP OF Finance & Admin

Executed on this 10th 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 10th day of May, 2005.

[Signature]
Notary Public

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

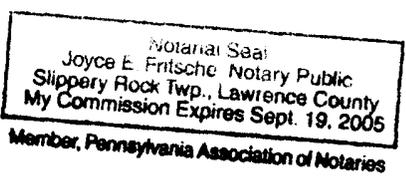


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 2494 cubic foot capacity mill gondola railcars with
263,000 lbs. GWR, 52'6" in length with 5' side height.

CAR NUMBERS:

NDYX 316001
NDYX 316006
NDYX 316011
NDYX 316017
NDYX 316018
NDYX 316021
NDYX 316027
NDYX 316028
NDYX 316032
NDYX 316035
NDYX 316036
NDYX 316037
NDYX 316040
NDYX 316041
NDYX 316042
NDYX 316043
NDYX 316046
NDYX 316056
NDYX 316060
NDYX 316061
NDYX 316066
NDYX 316070
NDYX 316071
NDYX 316073
NDYX 316077
NDYX 316083
NDYX 316084
NDYX 316085
NDYX 316091
NDYX 316094
NDYX 316097
NDYX 316098
NDYX 316100
NDYX 316101
NDYX 316102