

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-D FILED

JUN 24 '05

4-00 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

June 22, 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 30, 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

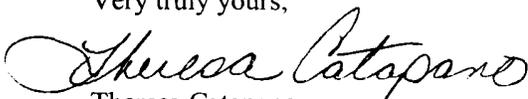
A description of the railroad equipment covered by the enclosed document is thirty-nine (39) 52'6" Gondolas with 5' sides, cars marked NDYX (see Exhibit A for car numbers).

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
(GAME003)

JUN 24 '05

4-00 PM

ASSGN. NO.: GAME003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 15, 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

By:

Richard E. Seymour

Name:

RICHARD E. SEYMOUR
Vice President Sales & Marketing

Title:

ATTEST:

By:

Susan Grokulska

Name:

SUSAN GROKULSKY

Title:

MANAGER OF DOCUMENTATION

Executed on this

30th 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 E. 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 30th day of November, 2004.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

GALAMBA METALS GROUP, LLC

ATTEST:

By: [Signature]
Name: Ed Heene
Title: CFO

By: Raynard J. Brown
Name: Raynard J. Brown
Title: Manager

Executed on this 18th 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 18th day of Nov, 2004.

Julie L. Hiron
Notary Public

Commission Expires:
8-9-2005
(Notary Public)

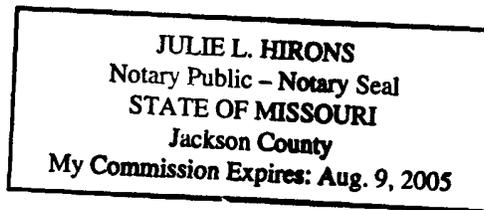


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-nine (39)

DESCRIPTION OF CARS: 52'6" Gondola cars with 5' sides and GRL of 268,000 lbs.

CAR NUMBERS:

NDYX	315107
NDYX	315160
NDYX	315194
NDYX	315307
NDYX	315400
NDYX	315401
NDYX	315402
NDYX	315403
NDYX	315404
NDYX	315405
NDYX	315406
NDYX	315407
NDYX	315408
NDYX	315409
NDYX	315410
NDYX	315411
NDYX	315412
NDYX	315413
NDYX	315414
NDYX	315415
NDYX	315416
NDYX	315417
NDYX	315418
NDYX	315420
NDYX	315421
NDYX	315422
NDYX	315423
NDYX	315424
NDYX	315425
NDYX	315426
NDYX	315427
NDYX	315428
NDYX	315429
NDYX	315430
NDYX	315431
NDYX	315432
NDYX	315434
NDYX	315808
NDYX	316162