Tealinc

JUL 5 2005
RECEIVED

June 20, 2005

RECORDATION NO. 25634-A FILED

JUL 05 '05 2-07 PM

SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

Enclosed is recordation no 25634. I inadvertently title this incorrectly and would like to update the recordation as follows, pursuant to 49 U.S.C. 11301.

The document is a Memorandum of Assignment between Tealinc, Ltd and Hellerworx, dated April 1, 2005.

The names and addresses of the parties to the Memorandum of Assignment are:

Assignor: Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, MT 59327

Assignee: Hellerworx
4803 Falstone Avenue
Chevy Chase, MD 20815

A description of the equipment covered by the Memorandum of Assignment between Tealinc, Ltd and Hellerworx consists of twenty-five rotary tub gondola railcars numbered CDWX 93009 – CDWX 93221 non-inclusive.

A fee of $33.00 is enclosed to pay for the recordation.

A short summary of the document to appear in the index is:

"Memorandum of Assignment"

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237 Fax: 406-347-5239 Email: darell@tealinc.com

Please return two copies to:

Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, MT 59327

Sincerely,

Darell J. Luther

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237 Fax: 406-347-5239 Email: darell@tealinc.com

Tealinc

JUN 13 2005
RECEIVED

May 18, 2005

RECORDATION NO. 25634 FILED

JUN 13 '05 4-53 PM

SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. 11301.

The document is a Memorandum of Lease between Tealinc, Ltd and Hellerworx, dated April 1, 2005. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease are:

Lessor:

Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, MT 59327

Lessee:

Hellerworx
4803 Falstone Avenue
Chevy Chase, MD 20815

A description of the equipment covered by the Memorandum of Lease between Tealinc, Ltd and Hellerworx consists of twenty-five rotary tub gondola railcars numbered CDWX 93009- CDWX 93221 non-inclusive.

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237 Fax: 406-347-5239 Email: darell@tealinc.com

Tealinc

A fee of $32.00 is enclosed. Please return two copies to:

Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, MT 59327

A short summary of the document to appear in the index follows: a Memorandum of Lease between Tealinc, Ltd, 1606 Rosebud Creek Road, Forsyth, MT 59327, and Hellerworx, 4803 Falstone Ave., Chevy Chase, MD 20815

Sincerely,

Darell J. Luther

Enclosures

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237 Fax: 406-347-5239 Email: darell@tealinc.com

RECORDATION NO. 25634A FILED

JUL 0 5 '05 2-07 PM

SURFACE TRANSPORTATION BOARD

Exhibit E

MEMORANDUM OF ASSIGNMENT OF LEASE

1. This instrument relates to the Equipment Lease Agreement dated as of January 1, 2005 between Tealinc, Ltd. ("Lessor"), as lessor, and M-R Logistics, LLC and Pond View Recycling, Inc. (collectively and individually, "Lessee"), as lessee, and the related Addendum #1 dated February 2, 2005 between the same parties, pursuant to which Lessor has leased to Lessee the railroad equipment identified on the schedule attached hereto (the "Equipment"). Said lease of the Equipment is referred to hereinafter as the "Lease". Evidence of the Lease has not been recorded with the Surface Transportation Board. Lessor/Assignor will assist Successor Lessor/Assignee with the Surface Transportation Board recordation. Pursuant to a certain purchase and sale agreement dated as of April 1, 2005, Tealinc, Ltd. has assigned to Hellerworx all of Tealinc, Ltd.'s rights, title, and interest in and to the Lease.

2. The addresses of the parties are as follows:

Tealinc, Ltd. (Former Lessor/Assignor)
1606 Rosebud Creek Road
Forsyth, Montana 59327

Hellerworx (Successor Lessor/Assignee)
4803 Falstone Ave
Chevy Chase, MD 20815

3. The terms and provisions of the Lease and the assignment are more particularly set forth in the lease agreement and purchase and sale agreement referenced above.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

Exhibit E

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 4-4, 2005.

TEALINC, LTD.

By: _____
Name: Darell J. Luther
Title: President

State of Montana, County of Rosebud

On April 11th, 2005, before me personally appeared *Darell J. Luther*, to me personally known, who being by me duly sworn says that he is *President* of Tealinc, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public
My commission expires: 3/5/08

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

Exhibit E

HELLERWORX
By: Hellerworx

By: _____
Jamie Heller (James N. Heller), President

State of Maryland, County of Montgomery

On 4th April, 2005, before me personally appeared *James N. Heller*, to me personally known, who being by me duly sworn says that he is *President* of Hellerworx, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

Rose J. Mahabir
Notary Public, Montgomery County, MD
My Commission Expires July 17, 2007

EXHIBIT A
TO EQUIPMENT LEASE AGREEMENT
DATED AS OF JUNE 14, 2004 & JANUARY 1, 2005
LESSEE: M-R LOGISTICS, LLC
LESSEE: POND VIEW RECYCLING, INC.

Equipment Description: Twenty-Five (25) 4,100 cubic foot, 263,000 GWOR, Berwick rotary tub gondola railcars bearing the following marks and numbers:

CDWX 93003
CDWX 93005
CDWX 93011
CDWX 93017
CDWX 93019
CDWX 93032
CDWX 93033
CDWX 93046
CDWX 93057
CDWX 93069
CDWX 93075
CDWX 93079
CDWX 93095
CDWX 93098
CDWX 93101
CDWX 93116
CDWX 93122
CDWX 93123
CDWX 93137
CDWX 93142
CDWX 93152
CDWX 93159
CDWX 93167
CDWX 93209
CDWX 93221