

RECORDATION NO. 25751 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

AUG 02 '05 3-30 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

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August 1, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 25, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: NARCAT LLC
Suite R
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Industrial Waste Group, LLC
256 Eagleview Boulevard, PMB 261
Exton, Pennsylvania 19341

Mr. Vernon A. Williams
August 1, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

8 open top hopper cars within the series RMGX 000802 - RMGX 000832.

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 25th day of May, 2005, by and between NARCAT LLC, an Delaware limited liability company,, having its principal place of business at Suite R, 480 W. Dussel Drive, Maum Industrial Waste Group, LLC, a Delaware limited lia business at 256 Eagleview Blvd., PMB 261, Exton, P

Lessor") and
ipal place of

STB

1. Lessor and Lessee are parties to th May 25, 2005 (the "Master Lease"), 25, 2005 (the "Assigned Schedule"), railcars bearing railroad reporting (collectively, the "Railcars") for the August 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

COPY

ement dated
id as of May
see eight (8)
Exhibit "A"
nths starting

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

INDUSTRIAL WASTE GROUP, LLC

By: *[Signature]*

Title: PRINCIPLE
ALFRED T. MYLES

Date: 5/25/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 25th day of May, 2005, by ALFRED T. MYLES, the PRINCIPLE of Industrial Waste Group, LLC, a Delaware limited liability company, on behalf of the company.



[Signature]
Notary Public
JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: Manager

Date: 5/25/05

STATE OF OHIO)

COUNTY OF LUCAS)

SS:

The foregoing instrument was acknowledged before me this 25th day of May, 2005, by Rasesh H. Shah, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-06

EXHIBIT "A"	
Industrial Waste Group, LLC	
8 open top hoppers	
Deal #C00768	
1	RMGX000802
2	RMGX000812
3	RMGX000816
4	RMGX000818
5	RMGX000819
6	RMGX000824
7	RMGX000830
8	RMGX000832

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/1/05



Robert W. Alvord