

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. 25797 FILED

AUG 25 '05

2-30 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

August 19, 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 June 16, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Heritage Plastics Inc.
1002 Hunt Street
Picayune, MS 39466

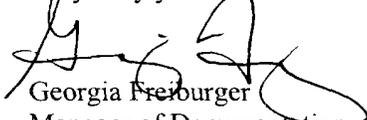
A description of the railroad equipment covered by the enclosed document is fifteen (15) 5250 cubic foot lined, plastic pellet cars, with FURX and RUSX marks (see Exhibit A for number).

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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosure
(HEPL001)

AUG 25 '05

2-30 PM

ASSGN. NO.: HEPL001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of June, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Heritage Plastics ("Lessee"), a Mississippi corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 16, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 26, 2005, 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 & Service

Title: _____

ATTEST:

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 16th day of JUNE, 2005

[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 16th day of June, 2005

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

HERITAGE PLASTICS

ATTEST:

By: Shane L. Nicholson

Name: Shane L. Nicholson

Title: Materials Manager

By: Karen Hall

Name: Karen Hall

Title: Accounting Supv

Executed on this 9th day of June, 2005.

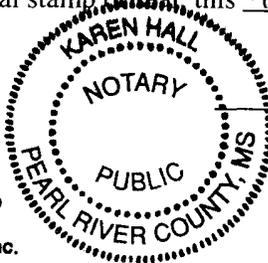
[CORPORATE SEAL]

STATE OF Mississippi

COUNTY OF Pearl River

I, Karen Hall, a Notary Public of the County and State aforesaid, certify that Shane Nicholson 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 9th day of June, 2005.



Karen Hall
Notary Public

Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: January 28, 2009
Bonded Thru Heiden, Brooks & Garland, Inc.
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Up to fifteen (15)

DESCRIPTION OF CARS: 5250 cubic foot capacity, lined, 263 GRL plastic pellet cars with pneumatic gates.

CAR NUMBERS:

FURX	000082
FURX	879204
FURX	879213
FURX	879216
FURX	879217
FURX	879219
FURX	879220
FURX	879221
FURX	879263
RUSX	012113
RUSX	012128
RUSX	012148
RUSX	012156
RUSX	012174
RUSX	012181