

RECORDATION NO. 24642-D FILED

DEC 08 '05

2-59 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

December 5, 2005

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

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

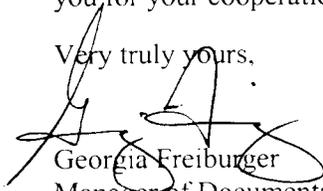
A description of the railroad equipment covered by the enclosed document is sixty (60) 100-ton, 3267 cu.ft., capacity mill gondola railcars, with NDYX marks (see Exhibit A for car numbers).

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

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(MHF1007)

ASSIGN. NO. MHFL007

MEMORANDUM OF LEASE

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. 7 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 14, 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

ATTEST:

By: Richard E. Seymour

Name: RICHARD E. 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]

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STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

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 due execution of the foregoing Memorandum of Lease.

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

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

MHF-LS EQUIPMENT, INC.

By: [Signature]

Name: Steve Lspecky

Title: Equipment Manager

ATTEST:

By: [Signature]

Name: Clifford J. 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: Sixty (60)

DESCRIPTION OF CARS: 110-ton, 3267 cubic foot capacity mill gondola railcars, 66'00" in length with 5'6" sides and 286,000-lbs. GWR.

CAR NUMBERS:

NDYX 360001	NDYX 360103
NDYX 360003	NDYX 360104
NDYX 360006	NDYX 360112
NDYX 360007	NDYX 360113
NDYX 360008	NDYX 360114
NDYX 360017	NDYX 360116
NDYX 360019	NDYX 360119
NDYX 360020	NDYX 360120
NDYX 360021	NDYX 360124
NDYX 360025	NDYX 360127
NDYX 360030	NDYX 360130
NDYX 360032	NDYX 360136
NDYX 360035	NDYX 360137
NDYX 360039	NDYX 360143
NDYX 360050	NDYX 360145
NDYX 360052	NDYX 360150
NDYX 360057	NDYX 360157
NDYX 360059	NDYX 360158
NDYX 360060	NDYX 360160
NDYX 360061	NDYX 360162
NDYX 360063	NDYX 360165
NDYX 360064	NDYX 360166
NDYX 360066	NDYX 360171
NDYX 360067	NDYX 360177
NDYX 360068	NDYX 360179
NDYX 360073	NDYX 360187
NDYX 360079	NDYX 360188
NDYX 360088	NDYX 360189
NDYX 360097	NDYX 360193
NDYX 360099	NDYX 360199