

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575

Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 25797-A FILED

JUL 20 '06

3-53 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

July 18, 2006

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 8, 2006, 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 25797. 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, Mississippi 39466

A description of the railroad equipment covered by the enclosed document is ten (10) 5250 cu. ft. covered hopper Cars marked RUSX (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 \$34.00 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.

Sincerely,

Janice Enolva
Manager of Documentation

Enclosures

(HEPL002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Heritage Plastics, Inc. ("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. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 27, 2006, 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 F. Seymour

Name: RICHARD F. SEYMOUR
VICE President Sales & Marketing

Title: _____

ATTEST:

By: Susan Glokulsky

Name: SUSAN GLOKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 8th day of June, 2006.

[CORPORATE SEAL]

RECORDATION NO. 25197-A FILED

JUL 20 '06 3-53 PM

STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

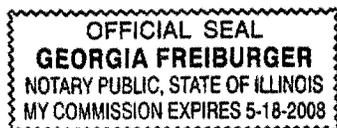
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of June, 2006

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

HERITAGE PLASTICS, INC.

ATTEST:

By: Shane L. Nicholson

Name: Shane L. Nicholson

Title: Materials Manager

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

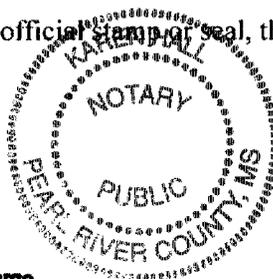
[CORPORATE SEAL]

STATE OF Mississippi

COUNTY OF Pearl River

I, Karen Hall, a Notary Public of the County and State aforesaid, certify that Shane L. Nicholson personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official seal, this 6th day of June, 2006.



Karen Hall
Notary Public

Commission Expires:

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

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: 100-ton, 5250 cubic foot capacity, 286 TWR Center Flow covered hopper cars with 20" round hatches and pneumatic outlets.

CAR NUMBERS:

- RUSX 012115
- RUSX 012120
- RUSX 012103
- RUSX 012109
- RUSX 012114
- RUSX 012123
- RUSX 012168
- RUSX 012192
- RUSX 012137
- RUSX 012147
- Count: 10