

RECORDATION NO. 25797B FILED

SEP 25 '06

2-29 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

September 21, 2006

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 26, 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 thirty (30) 5250 cu. ft., 286 TWR Center Flow 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
(HEPL003)

ASSGN. NO.: HEPL003

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of May, 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 26 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grotulsky

Title: _____

Name: SUSAN GROTKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 26th day of May, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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 26th day of May 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

By: _____

Title: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

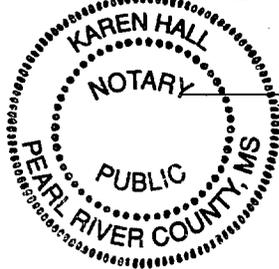
[CORPORATE SEAL]

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 stamp or seal, this 24th day of May, 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.

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Up to thirty (30)

DESCRIPTION OF CARS: 100-ton, 5250 cubic foot capacity, 286 TWR Center Flow covered hopper cars with 20" round hatches and pneumatic outlets, with a total weight on rail of 268,000 lbs.

CAR NUMBERS:

RUSX 012104
RUSX 012106
RUSX 012107
RUSX 012108
RUSX 012111
RUSX 012116
RUSX 012119
RUSX 012122
RUSX 012124
RUSX 012126
RUSX 012130
RUSX 012132
RUSX 012136
RUSX 012142
RUSX 012146
RUSX 012149
RUSX 012153
RUSX 012161
RUSX 012165
RUSX 012167
RUSX 012171
RUSX 012173
RUSX 012175
RUSX 012178
RUSX 012182
RUSX 012183
RUSX 012194
RUSX 012196
RUSX 012197
RUSX 012200