

RECORDATION NO. 27011 FILED

JUN 13 2007 -2 30 PM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

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

June 13, 2007

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 April 27, 2007, 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:                   The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Lessee:                   Industrial Waste Group, LLC  
256 Eagleview Blvd, PMB 261  
Exton, PA 19341

Mr. Vernon A. Williams  
June 13, 2007  
Page 2

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

54 hopper railcars: AEX 4251 and within the series AEX 30005 – AEX 30184 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 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/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 27<sup>th</sup> day of April, 2007, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and Industrial Waste Group, LLC, a Delaware limited liability company, having its principal place of business at 256 Eagleview Blvd., PMB 261, Exton, Pennsylvania 19341 (hereinafter "Lessee").

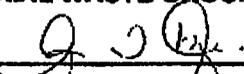
1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated May 25, 2005 (the "Master Lease"), and Deal #R00923 dated effective as of February 1, 2006 (the "Assigned Schedule"), whereby Lessor leases to Lessee fifty-four (54) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
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.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

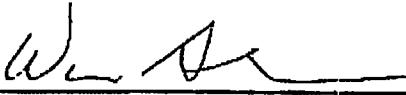
**LESSEE:**

**INDUSTRIAL WASTE GROUP, LLC**

By:   
Printed Name: Alfred T. Myles  
Title: Principle  
Date: April, 2007

STATE OF OHIO )  
COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of April, 2007, by Alfred T. Myles, the Principle of Industrial Waste Group, LLC, a Delaware limited liability company, on behalf of the company.

  
Notary Public

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
William Brandon, Notary Public  
Exeter Twp., Berks County  
My Commission Expires Oct. 26, 2009  
Member, Pennsylvania Association of Notaries

LESSOR:

THE ANDERSONS, INC.

By: [Signature]

Printed

Name: Rasesh H. Shah

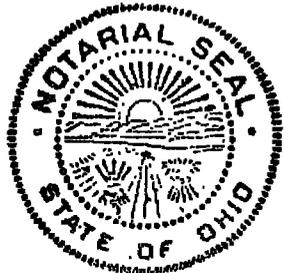
Title: President, Rail Group

Date: May 3, 2007

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of May, 2007, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



[Signature]  
Notary Public

JULIE ANN DORRLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2011.

<b>EXHIBIT "A"</b>			
<b>Fifty-Four (54) Open Top Hoppers</b>			
<b>Deal #R00923</b>			
1	AEX 004251	28	AEX 030084
2	AEX 030005	29	AEX 030090
3	AEX 030009	30	AEX 030093
4	AEX 030013	31	AEX 030095
5	AEX 030015	32	AEX 030107
6	AEX 030025	33	AEX 030109
7	AEX 030026	34	AEX 030128
8	AEX 030028	35	AEX 030131
9	AEX 030031	36	AEX 030133
10	AEX 030036	37	AEX 030138
11	AEX 030037	38	AEX 030141
12	AEX 030039	39	AEX 030142
13	AEX 030040	40	AEX 030143
14	AEX 030044	41	AEX 030146
15	AEX 030045	42	AEX 030148
16	AEX 030046	43	AEX 030150
17	AEX 030047	44	AEX 030151
18	AEX 030057	45	AEX 030154
19	AEX 030060	46	AEX 030159
20	AEX 030061	47	AEX 030160
21	AEX 030065	48	AEX 030161
22	AEX 030067	49	AEX 030165
23	AEX 030071	50	AEX 030168
24	AEX 030075	51	AEX 030173
25	AEX 030077	52	AEX 030174
26	AEX 030078	53	AEX 030175
27	AEX 030080	54	AEX 030184

**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:

6/13/07



\_\_\_\_\_  
Robert W. Alvord