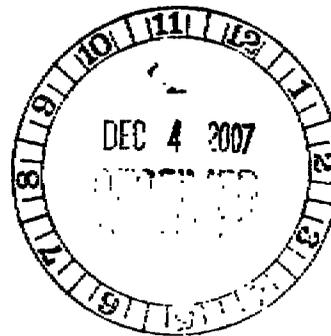


FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
.www.firstunionrail.com

Mr. Vernon Williams
Office of Recordation
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024



VIA UPS 2nd DAY AIR

November 30, 2007

RECORDATION NO. 27149-A FILED

DEC 04 '07

2-51 PM

SURFACE TRANSPORTATION BOARD

Re: Amendment to Memorandum of Assignment of Lease

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of an Amendment to Memorandum of Assignment of Lease dated November 26, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Assignment of Lease which was duly filed with the Surface Transportation Board under Recordation Number 27149. The names and addresses of the parties to the enclosed document are

Lessee: Horsehead Corporation
300 Frankfort Road
Monaca, PA 15061-2295

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is twenty four (24) 3900 cu. ft. covered hopper cars with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Assignment 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 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(HOC'0001)

DEC 04 '07

2-51 PM

ASSIGN.: HOCO001

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE

THIS AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of November, 2007, by FIRST UNION RAIL CORPORATION, a North Carolina corporation, (the "Lessor"), as successor-in-interest to General Electric Railcar Services Corporation, and Horsehead Corp. (the "Lessee").

W I T N E S S E T H:

WHEREAS, the Lessor and Lessee entered into that certain Car Leasing Agreement 4039-97 dated as of April 28, 2004 (the "Lease"), as assigned, amended, modified, supplemented and/or replaced from time to time, covering the railcars listed on Exhibit A attached hereto (the "Cars"); and

WHEREAS, a Memorandum of Assignment of Lease (the "Memorandum") evidencing such sale and assignment of such Cars (and such Lease) was filed at the Surface Transportation Board pursuant to Section 11301 (a) of Title 49 of the *United States Code* on September 5, 2007 at 3:40 p.m. under Recordation Number 27149; and

WHEREAS, the Cars subject to the Lease are to be remarked and renumbered.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

EXHIBIT A to the Lease and Agreement is hereby deleted in its entirety and replaced with the attached revised EXHIBIT A; and

Except as amended hereby, the terms and conditions of such Lease and Memorandum remain in full force and effect; and

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.

[The remainder of this page has been intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT

By: Susan Grckulsky
Name: SUSAN GRCKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 26th day of November, 2007.

[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 due execution of the foregoing Amendment to Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 26th day of November, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

HORSEHEAD CORP.

ATTEST:

By: James M. Hensler
Name: _____
Title: President + CEO

By: _____
Name: _____
Title: _____

Executed on this 26th day of October, 2007.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, 2007.

Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-four (24)

DESCRIPTION OF CARS: 3900 c.f. PD hoppers

**CONVERSION
LIST**

CAR COUNT	CURRENT CAR MARK	CURRENT CAR NO.	NEW CAR MARK	NEW CAR NO.
1	NAHX	099708	FURX	892530
2	NAHX	099716	FURX	892531
3	NAHX	099723	FURX	892532
4	NAHX	099756	FURX	892533
5	NAHX	099761	FURX	892534
6	NAHX	099807	FURX	892535
7	NAHX	099831	FURX	892536
8	NAHX	099870	FURX	892537
9	NAHX	099897	FURX	892538
10	NAHX	099924	FURX	892539
11	NAHX	099931	FURX	892540
12	NAHX	099956	FURX	892541
13	NAHX	099957	FURX	892542
14	NAHX	099965	FURX	892543
15	NAHX	390011	FURX	892544
16	NAHX	390015	FURX	892545
17	NAHX	390062	FURX	892546
18	NAHX	390071	FURX	892547
19	NAHX	390198	FURX	892548
20	NAHX	390201	FURX	892549
21	NAHX	390209	FURX	892550
22	NAHX	390343	FURX	892551
23	NAHX	390344	FURX	892552
24	NAHX	390349	FURX	892553