

RECORDATION NO. 25174-G FILED

APR 29 '08

4-04 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

## 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

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024

April 25, 2008

**Re: Memorandum of Assignment of Lease**

Dear Ms. Quinlan:

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 Assignment of Lease dated March 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board under Recordation Number 25174. The names and addresses of the parties to the enclosed document are:

Lessee: Advantage Metals Recycling LLC  
3005 Manchester Trafficway  
Kansas City, MO 64129

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 one hundred ninety six (196) 52'6" 2494 cu. ft. gondola cars with NDYX marks (see Exhibit A for car numbers).

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

(GAME011)

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of March, 2008, by FIRST UNION RAIL CORPORATION, a North Carolina corporation, Lessor, and Galamba Metals Group, LLC, a Missouri limited liability company as Lessee/Assignor, and ADVANTAGE METALS RECYCLING LLC, a Delaware corporation, as Lessee/Assignee ("Lessee").

WITNESSETH:

Pursuant to that certain Assignment and Assumption Agreement dated as of March 31, 2008, Galamba Metals Group, LLC has assigned to Advantage Metals Recycling LLC and Advantage Metals Recycling LLC has assumed from Galamba Metals Group, LLC all Galamba Metals Group, LLC's right, title and interest to that certain Lease Agreement and Rider No. 1 dated as of June 2, 2004, (as amended and renewed to Rider No. 11 dated as of June 30, 2006) whereby Lessor will lease certain railcars to Lessee pursuant and subject to the terms, conditions and provisions of said Lease.

A Memorandum evidencing such Lease was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on August 30, 2004 at 3:32 p.m. with primary Recordation Number 25174.

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  
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulskey  
Name: SUSAN GROKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 27th day of April, 2008.

RECORDATION NO. 25174-6 FILED

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SURFACE TRANSPORTATION BOARD

[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 Memorandum of Assignment of Lease.

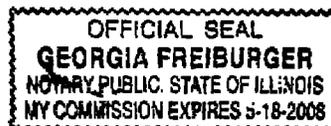
WITNESS my hand and official stamp or seal, this 18th day of April, 2008.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008

(Notary Public)



**LESSEE:**

ADVANTAGE METALS RECYCLING LLC

ATTEST:

By: Mary J. Colebrook  
Name: Mary J. Colebrook  
Title: Director Legal & Insurance

By: Sara Kunsman  
Name: Sara Kunsman  
Title: Assistant Secretary

Executed on this 1<sup>th</sup> day of April, 2008.

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF Hamilton

I, Mary J. Colebrook, a Notary Public of the County and State aforesaid, certify that Sara K. Kunsman personally appeared before me this day and acknowledged ~~his~~ <sup>her</sup> due execution of the foregoing Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>th</sup> day of April, 2008.

Mary J. Colebrook  
Notary Public

My Commission Expires:

has no expiration date  
(Notary Public)



MARY JOANN COLEBROOK  
Attorney At Law  
Notary Public, State of Ohio  
My commission has no expiration date  
Sec. 147.03 R.C.

**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred ninety-six (196)

DESCRIPTION OF CARS: 52'6" Gondola cars with 5' sides and GRL of 268,000 lbs.

CAR NUMBERS:

NDYX 315102	NDYX 315166	NDYX 315258	NDYX 315312	NDYX 320519
NDYX 315104	NDYX 315167	NDYX 315260	NDYX 315314	NDYX 320520
NDYX 315105	NDYX 315168	NDYX 315262	NDYX 315315	NDYX 320523
NDYX 315109	NDYX 315169	NDYX 315263	NDYX 315316	NDYX 320524
NDYX 315110	NDYX 315170	NDYX 315264	NDYX 315317	NDYX 320526
NDYX 315112	NDYX 315171	NDYX 315267	NDYX 315319	NDYX 320528
NDYX 315116	NDYX 315172	NDYX 315271	NDYX 315320	NDYX 320529
NDYX 315117	NDYX 315173	NDYX 315273	NDYX 315321	NDYX 320530
NDYX 315120	NDYX 315174	NDYX 315274	NDYX 315322	NDYX 320532
NDYX 315122	NDYX 315176	NDYX 315275	NDYX 315323	NDYX 320535
NDYX 315123	NDYX 315177	NDYX 315276	NDYX 315325	NDYX 320536
NDYX 315124	NDYX 315178	NDYX 315277	NDYX 315326	NDYX 320538
NDYX 315125	NDYX 315179	NDYX 315278	NDYX 315328	NDYX 320539
NDYX 315127	NDYX 315180	NDYX 315279	NDYX 315329	NDYX 320542
NDYX 315128	NDYX 315181	NDYX 315280	NDYX 315330	NDYX 320543
NDYX 315129	NDYX 315182	NDYX 315282	NDYX 315331	NDYX 320546
NDYX 315130	NDYX 315183	NDYX 315283	NDYX 315332	NDYX 320547
NDYX 315132	NDYX 315184	NDYX 315284	NDYX 315334	NDYX 320548
NDYX 315134	NDYX 315185	NDYX 315285	NDYX 315335	NDYX 320549
NDYX 315135	NDYX 315186	NDYX 315286	NDYX 315336	NDYX 320553
NDYX 315143	NDYX 315187	NDYX 315288	NDYX 315337	NDYX 320554
NDYX 315144	NDYX 315188	NDYX 315289	NDYX 315604	NDYX 320555
NDYX 315145	NDYX 315193	NDYX 315290	NDYX 315605	NDYX 320558
NDYX 315148	NDYX 315195	NDYX 315291	NDYX 315606	NDYX 320559
NDYX 315149	NDYX 315196	NDYX 315292	NDYX 315607	NDYX 320560
NDYX 315150	NDYX 315197	NDYX 315293	NDYX 315608	NDYX 320561
NDYX 315151	NDYX 315198	NDYX 315294	NDYX 315609	NDYX 320563
NDYX 315152	NDYX 315199	NDYX 315295	NDYX 315610	NDYX 320564
NDYX 315153	NDYX 315200	NDYX 315296	NDYX 315611	NDYX 320565
NDYX 315154	NDYX 315201	NDYX 315297	NDYX 315612	NDYX 320567
NDYX 315155	NDYX 315203	NDYX 315298	NDYX 315613	NDYX 320568
NDYX 315156	NDYX 315204	NDYX 315299	NDYX 315826	NDYX 320570
NDYX 315157	NDYX 315205	NDYX 315300	NDYX 315833	NDYX 320571
NDYX 315158	NDYX 315206	NDYX 315301	NDYX 316175	NDYX 320573
NDYX 315159	NDYX 315207	NDYX 315302	NDYX 320509	NDYX 320575
NDYX 315161	NDYX 315251	NDYX 315303	NDYX 320510	NDYX 320576
NDYX 315162	NDYX 315253	NDYX 315304	NDYX 320511	
NDYX 315163	NDYX 315254	NDYX 315305	NDYX 320512	
NDYX 315164	NDYX 315256	NDYX 315306	NDYX 320513	
NDYX 315165	NDYX 315257	NDYX 315309	NDYX 320514	