

RECORDATION NO. 27508 FILED

MAY 20 '08 -3 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

May 20, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of May 8, 2008, 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: Key Equipment Finance Inc.
66 South Pearl Street, 8th Floor
Albany, New York 12207

Lessee: Headwaters Resources, Inc.
10653 South River Front Parkway, Suite 300
South Jordan, UT 84095



Anne K. Quinlan, Esquire
May 20, 2008
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A description of the railroad equipment covered by the enclosed document
is:

6 railcars: JTMX 10001 - JTMX 10006.

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

Memorandum of Lease Agreement.

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,

A handwritten signature in black ink, appearing to read "R. W. Alvord". The signature is fluid and cursive, with a large initial "R" and a long horizontal stroke at the end.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE No. 01

Dated as of May 8, 2008

between

KEY EQUIPMENT FINANCE INC.
Lessor

and

HEADWATERS RESOURCES, INC
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 20____, at _____.____.____.M
Recordation Number _____

MAY 20 '08 -3 00 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT dated as of May 2, 2008 is made by and between HEADWATERS RESOURCES, INC., a Utah corporation ("Lessee"), and KEY EQUIPMENT FINANCE INC., a Michigan corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 01 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor six (6) used Trinity 5125 Cubic Foot Pressure Differential Rail Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

KEY EQUIPMENT FINANCE INC.

By: [Signature]
Name. ANITA L. SPADA
Title. Regional Business Unit Manager

Lessee:

HEADWATERS RESOURCES, INC.

By: [Signature]
Name.
Title:

STATE OF NEW YORK)
) ss
COUNTY OF ALBANY)

On this 20th day of May, 2008, before me the subscriber personally appeared KARLA L. SPADJ, who being by me duly sworn, did depose and say that (s)he resides at RENSELAER County, State of NEW YORK; that (s)he is a REGIONAL BUSINESS UNIT MGR of KEY EQUIPMENT FINANCE INC. the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation

Elizabeth A. Murphy

NOTARY PUBLIC

My Commission Expires 2/22/2011

ELIZABETH A. MURPHY
Notary Public State of New York
Qualified in Rensselaer County
Reg No. 5908642

STATE OF Utah)
) ss
COUNTY OF Salt Lake)

On this 15 day of May, 2008, before me the subscriber personally appeared Scott Ballard, who being by me duly sworn, did depose and say that ~~she~~ resides at Salt Lake County, State of Utah, that ~~she~~ is a Treasurer of Headwaters Resources, Inc. the corporation described in and which executed the foregoing instrument; and that ~~she~~ signed his name thereto by order of the Board of Directors of said corporation.

Amber B. Gibbs

NOTARY PUBLIC

My Commission Expires: May 10, 2009

Notary Public
AMBER B. GIBBS
10853 South Pine Front Pkwy #360
South Jordan, Utah 84098
My Commission Expires
May 10, 2009
State of Utah

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF MAY , 2008

<u>Unit Count</u>		
1.	JTMX	10001
2	JTMX	10002
3.	JTMX	10003
4.	JTMX	10004
5	JTMX	10005
6	JTMX	10006

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: 5/20/08



Robert W. Alvord