

RECORDATION NO.

19917-A
FILED

MAY 20 '08 -3 00 PM

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SURFACE TRANSPORTATION BOARD

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 Termination of Lease, dated as of May 16, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease previously filed with the Board under Recordation Number 19917.

The names and addresses of the parties to the enclosed document are:

Lessor:	U.S. Bancorp Equipment Finance, Inc. (successor in interest to Cargill Leasing Corporation) 1310 Madrid Street, Ste 103 Marshall, MN 56258
Lessee:	Headwaters Resources, Inc. (successor in interest to JTM Industries, 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.

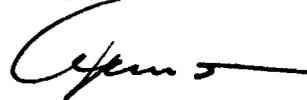
A short summary of the document to appear in the index is:

Termination 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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 20 '08 - 3 00 PM

SURFACE TRANSPORTATION BOARD

Termination of Lease

This Termination of Lease constitutes the acknowledgement of the undersigned parties that Memorandum of Master Equipment Lease Schedule A No. 02533-08 dated as of January 22, 1996 ("Schedule") which was made a part of the Master Equipment Lease Agreement No. 02533 dated as of September 18, 1993 as amended ("Master Lease") between U.S. Bancorp Equipment Finance, Inc. (successor in interest to Cargill Leasing Corporation), as the lessor, and Headwaters Resources, Inc. (successor in interest to JTM Industries, Inc.), as the lessee, has expired or terminated as to all equipment leased thereunder and which is more specifically described on Exhibit A hereto.

Such Schedule was filed with the Surface Transportation Board on February 1, 1996, at 2:10 p.m. under Recordation Number 19917.

This Termination of Lease may be executed by the parties on separate counterparts.

Dated as of May 20 2008.

U.S. BANCORP EQUIPMENT FINANCE, INC.

HEADWATERS RESOURCES, INC.

By: [Signature]

By: [Signature]

Name: Hilmer Holmgren

Name: Scott Ballard

Title: Collateral manager

Title: Treasurer

STATE OF MINNESOTA)

STATE OF UTAH)

COUNTY OF Lyon)

COUNTY OF Salt Lake)

On this 19th (Month) day of May (Year), 2008, before me the subscriber personally appeared _____ who being by me duly sworn, did depose and say; that (s)he resides at Lyon County, State of MINNESOTA; that (s)he is a collateral manager of U.S. Bancorp Equipment Finance 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.

On this 20 (Month) day of May (Year), 2008, before me the subscriber personally appeared _____ who being by me duly sworn, did depose and say; that (s)he resides at Salt Lake County, State of Utah; that (s)he is a Treasurer of Headwaters Resources, 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.

[Signature]
NOTARY PUBLIC

[Signature]
NOTARY PUBLIC

My Commission Expires: 1-31-11

My Commission Expires: May 10, 2009

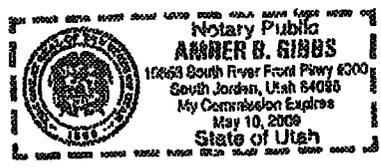


EXHIBIT A
To Termination of Lease

Unit Count		
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