

RECORDATION NO. 27541 **REC**

JUN 26 '08 -12 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 26, 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 June 18, 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:	Mitsui Rail Capital, LLC 71 South Wacker Drive, Suite 1800 Chicago, IL 60606
Lessee:	Ocala Recycling, LLC 2402 N.W. Sixth St. Ocala, FL 34475

Anne K. Quinlan, Esquire
June 26, 2008
Page 2

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

52 railcars within the series MBKX 200100 - MBKX 200303 as more
particularly set forth in the schedule attached to the document.

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,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27541 FILED

JUN 26 '08 -12 00 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**OCALA RECYLCING, LLC
("LESSEE")**

JUNE 18, 2008

This Memorandum of Lease Agreement is made and entered into as of June 18, 2008 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Ocala Recycling, LLC, a Florida limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor fifty-two railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described 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:

MITSUI RAIL CAPITAL, LLC

By: Mark Brecht
Print Name: Mark Brecht
Title: President

LESSEE:

OCALA RECYCLING, LLC

By: Richard Bianculli
Print Name: Richard Bianculli
Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 25 day of JUNE 2008, before me personally appeared MARK BRECHT to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

David M. Kerr
NOTARY PUBLIC

My commission expires: 12/08/08

STATE OF FLORIDA
COUNTY OF MARION



On this 20 day of 6, 2008 before me personally appeared Richard Bianculli to me personally known, who being by me duly sworn, says that he is the PRESIDENT of GRA REYNOLDS LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Amber Claire McTaggart
NOTARY PUBLIC

My commission expires NOV, 19 2011

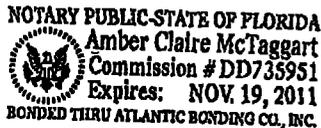


EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	200100	19	MBKX	200157	37	MBKX	200235
2	MBKX	200102	20	MBKX	200169	38	MBKX	200238
3	MBKX	200104	21	MBKX	200174	39	MBKX	200239
4	MBKX	200107	22	MBKX	200176	40	MBKX	200240
5	MBKX	200116	23	MBKX	200178	41	MBKX	200246
6	MBKX	200123	24	MBKX	200181	42	MBKX	200247
7	MBKX	200124	25	MBKX	200182	43	MBKX	200255
8	MBKX	200126	26	MBKX	200183	44	MBKX	200267
9	MBKX	200129	27	MBKX	200186	45	MBKX	200271
10	MBKX	200130	28	MBKX	200189	46	MBKX	200279
11	MBKX	200131	29	MBKX	200195	47	MBKX	200283
12	MBKX	200135	30	MBKX	200207	48	MBKX	200285
13	MBKX	200137	31	MBKX	200210	49	MBKX	200297
14	MBKX	200138	32	MBKX	200222	50	MBKX	200298
15	MBKX	200139	33	MBKX	200223	51	MBKX	200299
16	MBKX	200141	34	MBKX	200229	52	MBKX	200303
17	MBKX	200149	35	MBKX	200232			
18	MBKX	200152	36	MBKX	200234			

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: 6/26/08



Robert W. Alvord