

RECORDATION NO. 27802 FILED

JAN 16 '09 -12 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

January 16, 2009

Ms. Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

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 (Equipment Schedule No. 011), dated as of January 9, 2009, 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: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Lessee: SA Recycling LLC  
3200 E Frontera St  
Anaheim, CA 92806

Ms. Anne K. Quinlan, Esq.  
January 16, 2009  
Page 2

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

1 Trackmobile 4150TM: Serial Number LGN97136-07-98.

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 \$41.00 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 checkmark to the left of the first letter.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 011)

Dated as of January 9, 2009

between

THE FIFTH THIRD LEASING COMPANY,  
Lessor

and

SA RECYCLING LLC

Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2009, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

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**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT dated as of January 9, 2009, is made by and between SA RECYCLING LLC, a Delaware limited liability company ("Lessee"), and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Lessor").

**WITNESSETH**

1. Pursuant to a Master Equipment Lease Agreement, dated April 23, 2008, together with Equipment Schedule - No. 011 dated January 9, 2009 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor one (1) Trackmobile 4150TM bearing the serial number 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 Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

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

Lessor:

THE FIFTH THIRD LEASING  
COMPANY

By: *CSB*  
Name: Christopher S. Bell  
Title: Vice President

STATE OF OHIO                    )  
  ) ss.:  
COUNTY OF HAMILTON        )

On this 16<sup>th</sup> day of January, 2009, before me the subscriber personally appeared Christopher S. Bell, who being by me duly sworn, did depose and say: that he is a Vice President of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Beth A. Rogers*  
NOTARY PUBLIC

My Commission Expires: 05-14-2013



Beth A. Rogers  
Notary Public, State of Ohio  
My Commission Expires 05-14-2013

[Lessor signature page]



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of Orange

On 1/13/09 before me, Allyson E. Lane Notary Public

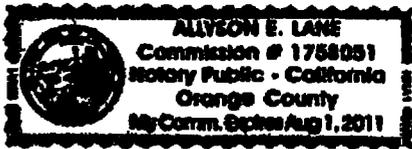
personally appeared Jocelyn Arnold

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Allyson E. Lane



Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

RIGHT THUMBPRINT OF SIGNER  
Top of thumb here

Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

RIGHT THUMBPRINT OF SIGNER  
Top of thumb here

Signer Is Representing: \_\_\_\_\_

**EXHIBIT A**  
**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 011 dated as of January 9, 2009 to Master Equipment Lease Agreement Dated as of April 23, 2008.

**Lessor:** THE FIFTH THIRD LEASING COMPANY

**Lessee:** SA RECYCLING LLC, a Delaware limited liability company

**Vendor:** Yale Chase Materials Handling, Inc.

**Invoice No. 99E20081218**

**One (1) Trackmobile 4150TM with serial number LGN97136-07-98**

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: 1/16/09



\_\_\_\_\_  
Robert W. Alvord