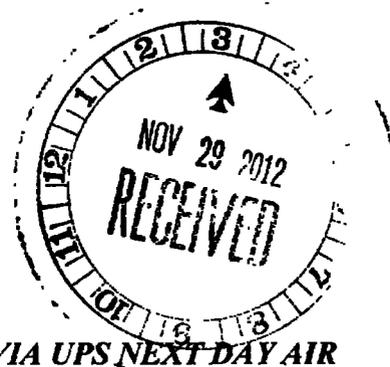


RECORDATION NO. 25797-I FILED

NOV 29 '12 -4 05 PM

~~SURFACE TRANSPORTATION BOARD~~



# FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847 318 7588  
www.firstunionrail.com

November 28, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W , Suite 100  
Washington, DC 20423-0001  
Re. Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

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 Lease Agreement dated October 31, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 25797.

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

Lessor	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Heritage Plastics, Inc 1002 Hunt Street Picayune, MS 39466
--------	--	---------	--

A description of the railroad equipment covered by the enclosed document is for eight (8) hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$42 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.

Sincerely,

Marcia Dunne  
Senior Documentation Specialist

Enclosures

(HEPL016)

ASSGN. NO.: HEPL016

NOV 29 '12 -4 05 PM

MEMORANDUM OF LEASE

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31<sup>st</sup> day of October, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Heritage Plastics, Inc. ("Lessee"), a Mississippi corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 16, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 31, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

ATTEST.

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

Executed on this 31<sup>st</sup> day of October, 2012.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

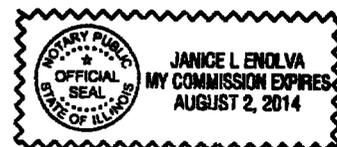
WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of October, 2012.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

HERITAGE PLASTICS, INC.

ATTEST:

By: [Signature]

Name: Shane L. Nicholson

Title: Director of Procurement

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Mississippi

COUNTY OF Pearl River

I, Karen Hall, a Notary Public of the County and State aforesaid, certify that Shane L. Nicholson personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26<sup>th</sup> day of October, 2012.

[Signature]  
Notary Public

Commission Expires:

Dec. 28, 2013  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:                   Eight (8)

DESCRIPTION OF CARS:           Covered Hopper Cars.

CAR NUMBERS:

- 1 FURX 878103
- 2 NDYX 878000
- 3 NDYX 878016
- 4 NDYX 878029
- 5 NDYX 878032
- 6 NDYX 878069
- 7 NDYX 878074
- 8 NDYX 878096