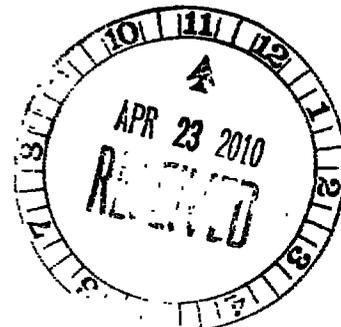


RECORDATION NO. 27766C FILED

APR 26 '10 -11 46 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 21, 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20423-0001
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease

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 an Amendment to Memorandum of Lease dated April 14, 2010, 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 Recordation Number 27766.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Steel Dust Recycling, LLC
13209 Hwy 96
Millport, AL 35576

A description of the railroad equipment covered by the enclosed document is for thirty six (36) 5165 cu. ft. capacity, pressure differential covered hopper cars; with FURX 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 \$41.00 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

(SDRL001/A-B)

APR 26 '10 -11 46 AM

AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of April, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Steel Dust Recycling, LLC ("Lessee"), an Alabama limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 28, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 28, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

A Memorandum evidencing such Rider No. 1 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on December 22, 2008 at 11:00 a.m. with secondary Recordation Number 27766.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Rider No. 1 is amended as follows:

Car numbers FURX 893830, FURX 893866, FURX 894037, FURX 894038, FURX 894040, FURX 894063, FURX 894064, FURX 894068, FURX 894069, FURX 894070, FURX 894071, FURX 894142, FURX 894143, FURX 894144, FURX 894145, and FURX 894146 are added to Exhibit A:

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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
VICE PRESIDENT - MARKETING

ATTEST:

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION
Executed on this 14th day of April, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

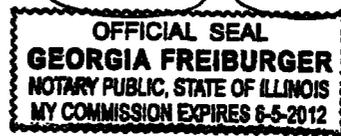
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of April, 2010.

[Signature]
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

STEEL DUST RECYCLING, LLC

ATTEST:

By: [Signature]

Name: Tom Knepper

Title: GENERAL MANAGER

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Alabama

COUNTY OF Lamar

I, Sonya B. Price, a Notary Public of the County and State aforesaid, certify that Tom Knepper personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of March, 2010.

[Signature]
Notary Public

Commission Expires:

10/25/2011
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-six (36)

DESCRIPTION OF CARS: Covered Hopper Cars, 5165 cubic foot capacity pressure differential, 263 GRL.

CAR NUMBERS:

FURX	893830
FURX	893866
FURX	894037
FURX	894038
FURX	894040
FURX	894063
FURX	894064
FURX	894068
FURX	894069
FURX	894070
FURX	894071
FURX	894142
FURX	894143
FURX	894144
FURX	894145
FURX	894146
FURX	894262
FURX	894264
FURX	894267
FURX	894269
FURX	894277
FURX	894278
FURX	894283
FURX	894293
FURX	894298
FURX	894302
FURX	894303
FURX	894304
FURX	894309
FURX	894310
FURX	894313
FURX	894314
FURX	894315
FURX	894319
FURX	894323
FURX	894325