

REFERENCE NO. 29629-B FILED

JUN 07 12 -3 48 PM

~~SURFACE TRANSPORTATION BOARD~~

# FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

June 5, 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 May 4, 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 29629.

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

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Horsehead Corporation 4955 Steubenville Pike Suite 405 Pittsburgh, PA 15205</p>
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A description of the railroad equipment covered by the enclosed document is for thirty-five (35) 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 \$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 Rail Documentation Specialist

Enclosures

(HOCO010)

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ASSGN. NO.: HOCO010

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *file*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4<sup>th</sup> day of May, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Horsehead Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 23, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 4, 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  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: Janice Enolva

Name: Janice Enolva

Title: Manager of Documentation

Executed on this 4<sup>th</sup> day of May, 2012.

[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 Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of May, 2012.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

HORSEHEAD CORPORATION

ATTEST:

By: [Signature]  
Name: Robert Scherich  
Title: VP + CFO

By: [Signature]  
Name: Ervin McAffie  
Title: TRANSPORTATION  
Coordinator

Executed on this 23<sup>rd</sup> day of April, 2012.

[CORPORATE SEAL]

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY

I, DEBORAH J. LHERBIER, a Notary Public of the County and State aforesaid, certify that ROBERT SCHERICH 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 23<sup>rd</sup> day of APRIL, 2013.

[Signature]  
Notary Public

Commission Expires:

August 20, 2013  
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Deborah J. Lherbier, Notary Public  
Robinson Twp., Allegheny County  
My Commission Expires Aug. 20, 2013  
Member, Pennsylvania Association of Notaries

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

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: Covered hopper Cars.

CAR NUMBERS:

FURX	893808
FURX	893863
FURX	893880
FURX	893915
FURX	893940
FURX	893977
FURX	894085
FURX	894091
FURX	894141
FURX	894233
FURX	894234
FURX	894235
FURX	894236
FURX	894240
FURX	894242
FURX	894250
FURX	894396
NDYX	893809
NDYX	893817
NDYX	893856
NDYX	893903
NDYX	893914
NDYX	893933
NDYX	894084
NDYX	894089
NDYX	894149
NDYX	894185
NDYX	894245
NDYX	894247
NDYX	894248
NDYX	894249
NDYX	894251
NDYX	894253
NDYX	894350
NDYX	894397