

ASSGN. NO.: POIN002

OCT 05 '09

4:00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Potters Industries Inc. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 31, 2009, 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: [Signature]

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: [Signature]
Name: Janice L. Enolva
Title: Manager of Documentation

Executed on this 17th day of September, 2009.

[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 17th day of September, 2009.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

POTTERS INDUSTRIES INC.

ATTEST:

By: James E. Hayward
Name: James E. Hayward
Title: V.P. of Operations

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Chester

I, Arie DeDulk, a Notary Public of the County and State aforesaid, certify that James E. Hayward 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 31st day of August, 2009.

Arie DeDulk
Notary Public

Commission Expires: _____

(Notary Public)

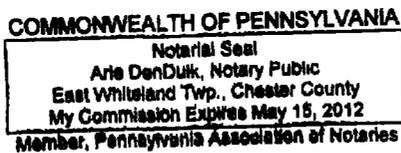


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 3560 cubic foot capacity open top hopper cars with three pockets and six outlets equipped with manual door locks. The outside length of the cars is 53'01" and a total weight on rail of 263,000 lbs.

CAR NUMBERS:
FURX 922810
FURX 922818
FURX 922821
FURX 922855
FURX 922899