



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company
July 19, 1999

JUL 23 '99

11-00 AM



Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated May 24, 1999 between the following parties:

Lessee: Vicksburg Chemical Company
5100 Poplar Avenue
Suite 2414
Memphis, TN 38137

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction. Please file this Memorandum of Lease Agreement as a primary document. The \$26.00 fee is included in check number 466522.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosure

JUL 23 99

11-00 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 24th day of May, 1999, is intended to evidence the lease dated as of May 24, 1999 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **VICKSBURG CHEMICAL COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

VICKSBURG CHEMICAL COMPANY

By: *Paul E. Loebig*

By: *Robert Hopp*

Name: Paul E. Loebig

Name: Robert Hopp

Title: Vice President

Title: VP

Date: May 24, 1999

Date: 5/25/99

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 24th day of May, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

My Commission expires:
July 22, 2002

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
)
COUNTY OF Marion) SS:

The foregoing instrument was acknowledged before me this 25th day of May, 1999, by Robert Hopp, the Vice President of Vicksburg Chemical Company, a Delaware corporation, on behalf of the corporation.

Sheila Irey
Notary Public

My Commission expires:
November 4, 2000



SHEILA IREY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES NOVEMBER 4, 2000

EXHIBIT A

To the Memorandum of Lease dated May 24, 1999, between DJJ Transportation Services, Inc. and Vicksburg Chemical Company.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

DJTX 60900 – 60919, inclusive

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002