

RAILCAR, Ltd.
Suite 455
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

(404) 352-6799
Fax (404) 352-6798

RECORDATION NO. 22375 FILED

AUG 31 '99

11-00AM

RAILCAR

August 26, 1999

Secretary's Office
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423-0001
Attention: Recordation Unit- Ms. Taledia Stokes



RE: Railcar, LTD. and Acme Limestone Co., Inc.

Dear Ms. Stokes:

On behalf of Railcar, LTD. I am enclosing for recording an original and two counterparts of a primary document, not previously recorded entitled: "Memorandum of Lease" dated as of April 1, 1999. Also enclosed is a check for \$26 payable to the "Surface Transportation Board."

The names and addresses of the parties is as follows:

Railcar, LTD. (LESSOR)
1819 Peachtree Road, N.E., Suite 455
Atlanta, Georgia 30309-1847
Attn: Mr. Paul H. Kennedy

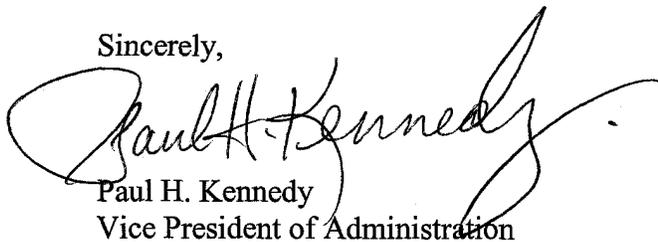
Acme Limestone Co., Inc.
Route 1, Box 11
Fort Spring, West Virginia 24936

The equipment covered by the document is one hundred (100), 100-ton open top hopper railcars bearing the reporting marks as described in the attached schedule.

A short summary of the document to appear in the index is as follows: "Lease Agreement between Railcar, LTD. 1819 Peachtree Road, N.E., Suite 455 Atlanta, Georgia 30309-1847, as Lessor, and Acme Limestone Co., Inc. Route 1, Box 11, Fort Spring, West Virginia 24936, dated April 1, 1999, and covering one hundred (100), 100-ton open top hopper railcars bearing the reporting marks as filed with the STB."

Once the document has been recorded, please return to me (at the address on the letterhead above) the stamped original and any extra counterparts not needed by the STB.

Sincerely,

A handwritten signature in black ink, reading "Paul H. Kennedy". The signature is fluid and cursive, with a large initial "P" and a long, sweeping tail that extends to the right.

Paul H. Kennedy
Vice President of Administration

MEMORANDUM OF LEASE **AUG 31 '99** **11-00AM**

1. Pursuant to the Master Lease Agreement dated as of April 1, 1999, and the related Schedule No. 1 dated as of April 1, 1999 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("Lessor"), as lessor, and Acme Limestone Co., Inc. ("Lessee"), as lessee, Lessor has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. The addresses of the parties are as follows:

Railcar, Ltd.
1819 Peachtree Road, N.E., Suite 455
Atlanta, Georgia 30309-1847

Acme Limestone Co., Inc.
Route 1, Box 11
Fort Spring, West Virginia 24936

3. The term of the Lease has already commenced and is scheduled to end on June 30, 2000, subject to an option to extend the term for two (2) periods of six (6) months.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]

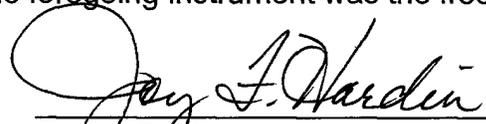
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 14, 1999.

RAILCAR, LTD.

BY: 
Name: GARY N TAPP V.P. FINANCE
Title: V.P. FINANCE

State of Georgia, County of Fulton

On June 1, 1999, before me personally appeared Gary N. Tapp, to me personally known, who being by me duly sworn says that he is V.P. - Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission expires:
Notary Public, Coweta County, Georgia
My Commission Expires April 2, 2002
[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

ACME LIMESTONE CO., INC.

By: Vernon P. Ferrell

Name: VERNON P. FERRELL

Title: Chairman

State of W. Va., County of Logan

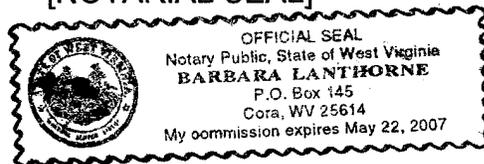
On May 30th, 1999, before me personally appeared Vernon P. Ferrell, to me personally known, who being by me duly sworn says that he is Chairman of Acme Limestone Co., Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Lanthorne

Notary Public

My commission expires:

[NOTARIAL SEAL]



DESCRIPTION OF RAILCARS EXHIBIT TO SCHEDULE NO. 1

This is an exhibit to schedule No. 1 to the Master Lease Agreement dated as of April 1, 1999, between Railcar, Ltd., as Lessor, and Acme Limestone Co., Inc., as Lessee.

Car Marks and Numbers:

KPXX	007022	KPXX	475677	KPXX	482851
KPXX	007027	KPXX	475862	KPXX	482913
KPXX	040081	KPXX	475952	KPXX	482920
KPXX	063071	KPXX	476018	KPXX	482992
KPXX	063378	KPXX	476130	KPXX	483258
KPXX	063380	KPXX	476610	KPXX	483341
KPXX	063568	KPXX	476954	KPXX	483749
KPXX	063611	KPXX	477464	KPXX	484384
KPXX	063693	KPXX	477548	KPXX	804315
KPXX	188377	KPXX	477550	KPXX	811262
KPXX	188685	KPXX	477748	KPXX	812043
KPXX	189109	KPXX	477917	KPXX	813407
KPXX	189456	KPXX	478072	KPXX	828310
KPXX	189762	KPXX	478200	KPXX	828806
KPXX	199554	KPXX	478482	KPXX	829324
KPXX	340263	KPXX	478501	KPXX	829679
KPXX	340462	KPXX	479202	KPXX	829858
KPXX	340673	KPXX	479295	KPXX	829876
KPXX	341203	KPXX	479790	KPXX	829912
KPXX	351331	KPXX	479938	KPXX	830229
KPXX	358534	KPXX	480230	KPXX	830370
KPXX	472745	KPXX	480273	KPXX	830530
KPXX	472825	KPXX	480373	KPXX	831038
KPXX	473027	KPXX	480516	KPXX	831353
KPXX	473048	KPXX	480925	KPXX	831538
KPXX	473161	KPXX	480952	KPXX	831609
KPXX	473505	KPXX	481801	KPXX	831786
KPXX	474483	KPXX	482052	KPXX	832145
KPXX	474640	KPXX	482117	KPXX	832490
KPXX	474673	KPXX	482159	SPSX	500010
KPXX	474898	KPXX	482187	SPSX	500093
KPXX	475578	KPXX	482330	SPSX	500124
KPXX	475590	KPXX	482766	SPSX	500126
				SPSX	814515