

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

RECORDATION NO. 26689 FILED

DEC 14 '06

1-23 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

December 12, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 8, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

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

Lessee: Sulphuric Acid Trading Company, Inc.
5802 Breckenridge Parkway
Suite 200
Tampa, FL 33610

A description of the railroad equipment covered by the enclosed document is thirty (30) tank cars marked NDYX (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 \$34.00 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
Rail Documentation Specialist

Enclosures

(SUAC001)

DEC 14 '06

1-23 PM

ASSGN. NO.: SUAC001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8 day of May, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Sulphuric Acid Trading Company, Inc. ("Lessee"), a Florida corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 8, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 8, 2006 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
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 16th day of May, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

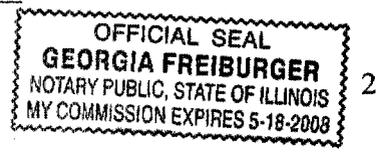
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of May, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

SULPHURIC ACID TRADING COMPANY, INC.

ATTEST:

By: [Signature]
Name: Sarah Terrell

By: [Signature]
Name: James C. Wilson
Title: General Manager

Title: Sulphur Product Manager Executed on this 8 day of May, 2006.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Hillsborough

I, Paula Baker, a Notary Public of the County and State aforesaid, certify that James C. Wilson 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 8 day of May, 2006.

[Signature]
Notary Public

Commission Expires:

(Notary Public)

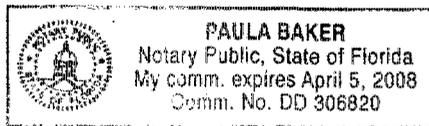


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: Tank Cars, coiled, insulated 13,818 gallon capacity, DOT 111A100W1, built in 1997 by Trinity Industries (Type: T104)

CAR NUMBERS:

NDYX 113504
NDYX 113520
NDYX 113549
NDYX 113552
NDYX 113556
NDYX 113558
NDYX 113559
NDYX 113570
NDYX 113587
NDYX 113588
NDYX 113589
NDYX 113591
NDYX 113593
NDYX 113596
NDYX 113600
NDYX 113601
NDYX 113605
NDYX 113606
NDYX 113608
NDYX 113609
NDYX 113616
NDYX 113618
NDYX 113619
NDYX 113621
NDYX 113622
NDYX 113624
NDYX 113625
NDYX 113626
NDYX 113627
NDYX 113629