

RECORDATION NO. 27436 FILED

MAR 28 '08 -3 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A LESTER

March 28, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 28, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, Texas 75207
[Lessee:	General Chemical (Soda Ash) Partners 120 Eagle Rock Ave East Hanover, New Jersey 07936]

Anne K. Quinlan, Esq.  
March 28, 2008  
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A description of the railroad equipment covered by the enclosed document is:

60 tank cars: TILX 517483 - TILX 517517, TILX 517536, TILX 517548, TILX 517552, TILX 517556 - 517572, TILX 517582, TILX 517583, TILX 517586, TILX 517587 and TILX 517589.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement dated as of March 28, 2008 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

**WITNESSETH:**

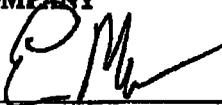
Lessor and General Chemical (Soda Ash) Partners, a Delaware general partnership (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated May 17, 2007, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Two (2) to Railroad Car Lease Agreement, effective January 2, 2008, as amended by that certain Amendment No. 01 to Rider Two (2) effective February 5, 2008, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING  
COMPANY

By: 

Name: Eric R. Marchetto

Title: Vice President

Executed on this 27<sup>th</sup> day of March, 2008

[Memorandum of Lease Agreement]

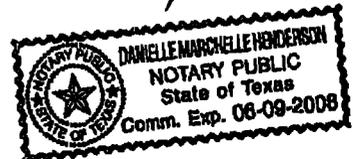
STATE OF TEXAS        )  
                                  ) SS:  
COUNTY OF DALLAS    )

On this, the 28<sup>th</sup> day of March 2008, before a Notary Public in and for said County and State, personally appeared Eric R. Marchetti who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 28, 2008 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Danielle Henderson  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/19/08  
Residing in Cedar Hill TX



[Memorandum of Lease Agreement]

**EXHIBIT A**

**Equipment:** 5,161 cubic foot covered hopper cars

**Quantity:** Sixty (60)

**Road Numbers:** TILX 517483 – TILX 517517, TILX 517536,  
TILX 517548, TILX 517552, TILX 517556 –  
517572, TILX 517582, TILX 517583, TILX  
517586, TILX 517587 and TILX 517589

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/28/08



\_\_\_\_\_  
Robert W. Alvord