

RECORDATION NO. 27672-A  
FILED

OCT 01 '08 -4 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 1, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

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 17, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27672.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC  
71 South Wacker Drive, Suite 1800  
Chicago, Illinois 60606

Lessee: Fairmount Minerals, Ltd.  
11833 Ravenna Rd.  
Chardon, Ohio 44024

Anne K. Quinlan, Esq.  
October 1, 2008  
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A description of the railroad equipment covered by the enclosed document is:

200 covered hopper railcars: MBKX 101050 - MBKX 101249.

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 \$41.00 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

RECORDATION NO. 27672-1A FILED

OCT 01 '08 -4 00 PM

SUP. COURT TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**FAIRMOUNT MINERALS, LTD.  
("LESSEE")**

**MARCH 17, 2008**

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This Memorandum of Lease Agreement is made and entered into as of March 17, 2008 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Fairmount Minerals, Ltd., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred (200) Trinity 2008 built 3,281 c.f. covered hoppers; 286,000 lb., GRL Railcars bearing marks and numbers as follows:

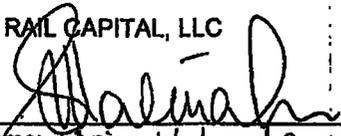
See Exhibit 1 attached hereto

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

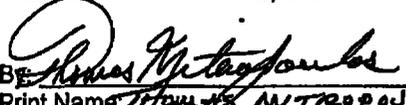
LESSOR:

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: Seigo Watanabe  
Title: CEO

LESSEE:

FAIRMOUNT MINERALS, LTD.

By:   
Print Name: Thomas M. Tropoulos  
Title: V.P. / TRNSP

STATE OF ILLINOIS

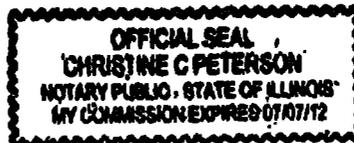
COUNTY OF COOK

On this 25<sup>th</sup> day of Sept, 2008, before me personally appeared Seigo Watanabe to me personally known, who being by me duly sworn, says that he is the CEO of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson  
NOTARY PUBLIC

My commission expires:

STATE OF Illinois  
COUNTY OF LaSalle



On this 16 day of Sept, 2008, before me personally appeared Thomas Metropoulos, to me personally known, who being by me duly sworn, says that he is the VP of Fairmount Minerals, Ltd. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Amy King  
NOTARY PUBLIC

My commission expires:



**EXHIBIT 1  
CAR MARKS AND NUMBERS**

<b>Count</b>	<b>Mark</b>	<b>Number</b>	<b>Count</b>	<b>Mark</b>	<b>Number</b>	<b>Count</b>	<b>Mark</b>	<b>Number</b>
1	MBKX	101050	47	MBKX	101096	93	MBKX	101142
2	MBKX	101051	48	MBKX	101097	94	MBKX	101143
3	MBKX	101052	49	MBKX	101098	95	MBKX	101144
4	MBKX	101053	50	MBKX	101099	96	MBKX	101145
5	MBKX	101054	51	MBKX	101100	97	MBKX	101146
6	MBKX	101055	52	MBKX	101101	98	MBKX	101147
7	MBKX	101056	53	MBKX	101102	99	MBKX	101148
8	MBKX	101057	54	MBKX	101103	100	MBKX	101149
9	MBKX	101058	55	MBKX	101104	101	MBKX	101150
10	MBKX	101059	56	MBKX	101105	102	MBKX	101151
11	MBKX	101060	57	MBKX	101106	103	MBKX	101152
12	MBKX	101061	58	MBKX	101107	104	MBKX	101153
13	MBKX	101062	59	MBKX	101108	105	MBKX	101154
14	MBKX	101063	60	MBKX	101109	106	MBKX	101155
15	MBKX	101064	61	MBKX	101110	107	MBKX	101156
16	MBKX	101065	62	MBKX	101111	108	MBKX	101157
17	MBKX	101066	63	MBKX	101112	109	MBKX	101158
18	MBKX	101067	64	MBKX	101113	110	MBKX	101159
19	MBKX	101068	65	MBKX	101114	111	MBKX	101160
20	MBKX	101069	66	MBKX	101115	112	MBKX	101161
21	MBKX	101070	67	MBKX	101116	113	MBKX	101162
22	MBKX	101071	68	MBKX	101117	114	MBKX	101163
23	MBKX	101072	69	MBKX	101118	115	MBKX	101164
24	MBKX	101073	70	MBKX	101119	116	MBKX	101165
25	MBKX	101074	71	MBKX	101120	117	MBKX	101166
26	MBKX	101075	72	MBKX	101121	118	MBKX	101167
27	MBKX	101076	73	MBKX	101122	119	MBKX	101168
28	MBKX	101077	74	MBKX	101123	120	MBKX	101169
29	MBKX	101078	75	MBKX	101124	121	MBKX	101170
30	MBKX	101079	76	MBKX	101125	122	MBKX	101171
31	MBKX	101080	77	MBKX	101126	123	MBKX	101172
32	MBKX	101081	78	MBKX	101127	124	MBKX	101173
33	MBKX	101082	79	MBKX	101128	125	MBKX	101174
34	MBKX	101083	80	MBKX	101129	126	MBKX	101175
35	MBKX	101084	81	MBKX	101130	127	MBKX	101176
36	MBKX	101085	82	MBKX	101131	128	MBKX	101177
37	MBKX	101086	83	MBKX	101132	129	MBKX	101178
38	MBKX	101087	84	MBKX	101133	130	MBKX	101179
39	MBKX	101088	85	MBKX	101134	131	MBKX	101180
40	MBKX	101089	86	MBKX	101135	132	MBKX	101181
41	MBKX	101090	87	MBKX	101136	133	MBKX	101182
42	MBKX	101091	88	MBKX	101137	134	MBKX	101183
43	MBKX	101092	89	MBKX	101138	135	MBKX	101184
44	MBKX	101093	90	MBKX	101139	136	MBKX	101185
45	MBKX	101094	91	MBKX	101140	137	MBKX	101186
46	MBKX	101095	92	MBKX	101141	138	MBKX	101187

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
139	MBKX	101188	160	MBKX	101209	181	MBKX	101230
140	MBKX	101189	161	MBKX	101210	182	MBKX	101231
141	MBKX	101190	162	MBKX	101211	183	MBKX	101232
142	MBKX	101191	163	MBKX	101212	184	MBKX	101233
143	MBKX	101192	164	MBKX	101213	185	MBKX	101234
144	MBKX	101193	165	MBKX	101214	186	MBKX	101235
145	MBKX	101194	166	MBKX	101215	187	MBKX	101236
146	MBKX	101195	167	MBKX	101216	188	MBKX	101237
147	MBKX	101196	168	MBKX	101217	189	MBKX	101238
148	MBKX	101197	169	MBKX	101218	190	MBKX	101239
149	MBKX	101198	170	MBKX	101219	191	MBKX	101240
150	MBKX	101199	171	MBKX	101220	192	MBKX	101241
151	MBKX	101200	172	MBKX	101221	193	MBKX	101242
152	MBKX	101201	173	MBKX	101222	194	MBKX	101243
153	MBKX	101202	174	MBKX	101223	195	MBKX	101244
154	MBKX	101203	175	MBKX	101224	196	MBKX	101245
155	MBKX	101204	176	MBKX	101225	197	MBKX	101246
156	MBKX	101205	177	MBKX	101226	198	MBKX	101247
157	MBKX	101206	178	MBKX	101227	199	MBKX	101248
158	MBKX	101207	179	MBKX	101228	200	MBKX	101249
159	MBKX	101208	180	MBKX	101229			

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: 10/1/08



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Robert W. Alvord