



First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

May 10, 2001



VIA UPS NEXT DAY AIR

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22718.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: IMC Salt, Inc. 8300 College Blvd. Overland Park, KS 66210</p>
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A description of the railroad equipment covered by the enclosed document is fifty-two (52) 21,000 gallon, insulated, 111A100W1 tank cars, with car marks GROX, RUSX, TGOX and WFIX (see Exhibit A for exact car numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and IMC Salt, Inc., Lessee, covering 52 21,000 gallon, insulated, 111A100W1 tank cars, with car marks GROX, RUSX, TGOX and WFIX (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$28.00 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison

Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(MCK006)

RECORDATION NO. **22718-B** PAGE

MAY 23 '01 11-00 AM

TS
SURFACE TRANSPORTATION BOARD

ASSGN. NO.: IMCK006

MEMORANDUM OF LEASE

28th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of March, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and IMC Salt, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 14, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of MARCH 14 2001 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: T. Morrison

Name: T. Morrison

Title: Mgr. of Documentation Executed on this 28th day of March, 2001.

[CORPORATE SEAL]

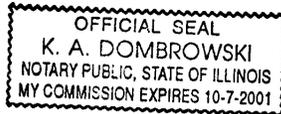
STATE OF ILLINOIS
COUNTY OF COOK

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

WITNESS my hand and official stamp or seal, this 28th day of March, 2001.

K. A. Dombrowski
Notary Public

My Commission Expires:
10-7-2001
(Notary Public)



RECORDATION NO. 22718-B FILED

MAY 23 '01 11-00 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

IMC SALT, INC.

By: Trisha Lett

Name: Trisha Lett

Title: Sales & Logistics Manager

ATTEST:

By: Cindy Enderle

Name: Cindy Enderle

Title: Business Manager

Executed on this 22nd day of March, 2001.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Johnson

I, Linda K. Winter, a Notary Public of the County and State aforesaid, certify that Trisha Lett personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of March, 2001.

Linda K. Winter
Notary Public

Notary Public State of Kansas
Commission Expires:
Linda K Winter
My Appt Exp 6/4/03

(Notary Public)
Linda K. Winter

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-two (52)

CAR DESCRIPTIONS: 21,000 gallon, interior coiled and insulated, 111A100W1 Tank Cars

CAR NUMBERS: See below:

GROX	2042	RUSX	250
GROX	2051	RUSX	252
GROX	2063	TGOX	2210
GROX	2073	TGOX	2212
GROX	2085	TGOX	2220
GROX	2092	TGOX	2258
RUSX	7	TGOX	2267
RUSX	8	TGOX	2268
RUSX	10	TGOX	2270
RUSX	22	TGOX	2271
RUSX	25	WFIX	104
RUSX	42	WFIX	106
RUSX	45	WFIX	116
RUSX	100	WFIX	132
RUSX	101	WFIX	154
RUSX	103	WFIX	155
RUSX	118	WFIX	156
RUSX	119	WFIX	164
RUSX	122	WFIX	170
RUSX	124	WFIX	177
RUSX	125	WFIX	186
RUSX	128	WFIX	190
RUSX	131	WFIX	192
RUSX	136	WFIX	193
RUSX	137	WFIX	218
RUSX	141	WFIX	223