

22222-B

RECORDATION NO. _____ FILED

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DEC 21 '01 2-57 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

December 21, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption of Lease, dated as of December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railcar Equipment Lease which is being filed with the Board under Recordation Number 22222.

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

Lessee/Assignor: Pennsylvania Lime, Inc.
390 East Joe Orr Road
Chicago Heights, Illinois 60411

Lessor/Assignee: Pennsy Supply, Inc.
1001 Paxton Street
Harrisburg, Pennsylvania 17104

A description of the railroad equipment covered by the enclosed document is:

Sixty-four (64) hopper cars: WIMX 99000 - WIMX 99063.

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Mr. Vernon A. Williams
December 21, 2001
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A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption of Lease.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE, dated as of December 21, 2001, is made by PENNSYLVANIA LIME, INC., a Delaware corporation, f/k/a Carmeuse Pennsylvania, Inc., a corporation organized under the laws of the State of Delaware (the "Lessee/Assignor"), and PENNSY SUPPLY, INC., a Pennsylvania corporation (the "Lessee/Assignee"), and relates to that certain Railcar Equipment Lease (the "Lease") dated as of April 15, 1999, (the "Lease") between Lessee/Assignor and Bank Austria Creditanstalt Holdings Corporation (the "Lessor").

WHEREAS, Lessee/Assignor and Lessor have entered into the Lease, including Rider 1 to Railcar Equipment Lease dated as of April 15, 1999, under which Lessee/Assignor has leased the following railroad equipment (the "Equipment"):

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
64	Rapid discharge cars 2,350 CF, 286,000 GRL aggregate hoppers	WIMX 99000-99063, inclusive

and

WHEREAS, pursuant to that certain Assignment and Assumption Agreement dated December 17, 2001 between Lessee/Assignor and Lessee/Assignee, Lessee/Assignee has acquired all of Lessee/Assignor's right, title and interest in, to or arising from, and assumes all obligations of the Lessee/Assignor under, and agrees to be bound to the same extent as the Lessee/Assignor by all the terms of, the Lease; and

WHEREAS, the parties desire to provide notice of the Lease and of the assignment of the Lease by Lessee/Assignor to, and assumption by, Lessee/Assignee; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

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IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum Assignment and Assumption of Lease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

PENNSYLVANIA LIME, INC.

By: Juzame E Ryker
Name: Juzame E Ryker
Title: Secretary

PENNSY SUPPLY, INC.

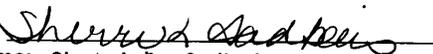
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum Assignment and Assumption of Lease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

PENNSYLVANIA LIME, INC.

By: _____
Name:
Title:

PENNSY SUPPLY, INC.

By: 
Name: Sherri L. Gadbois
Title: Assistant Secretary & Controller

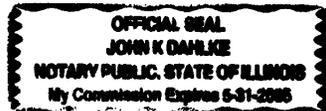
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this, the 20th day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared James C. Pitzer, the Secretary of PENNSYLVANIA LIME, INC., who acknowledged himself/herself to be a duly authorized officer of PENNSYLVANIA LIME, INC., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: *John K. Dahlke*
Notary Public

My Commission Expires: 5-31-01



STATE OF Pennsylvania)
) ss:
COUNTY OF Dauphin)

On this, the 19th day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared Sheri L. Yalbois, the Asst Sec & Controller of PENNSY SUPPLY, INC., who acknowledged himself/herself to be a duly authorized officer of PENNSY SUPPLY, INC., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: Jane E. Page
Notary Public

My Commission Expires: _____

