

RECORDATION NO. 23324 FILED

JAN 11 '01 12:06 PM

SURFACE TRANSPORTATION BOARD

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

January 11, 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 eight (8) copies of a Memorandum of Lease Agreement, dated as of December 8, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor/Owner: Railcar Amrock Trust
c/o Allfirst Financial Center
National Association
499 Mitchell Road--Mail Code 101-591
Millsboro, Delaware 19966

Lessee: American Rock Salt Company LLC
3846 Retsof Road
Retsof, N.Y. 14389

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

600 covered hoppers GNWR 5000 - GNWR 5599

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

Memorandum Lease between Railcar Amrock Trust, Lessor/Owner,
and American Rock Salt Company LLC, Lessee, covering 600 covered
hoppers GNWR 5000 - GNWR 5599.

Also enclosed is a check in the amount of \$27.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT dated as of December 8, 2000, between AMERICAN ROCK SALT COMPANY LLC, a New York limited liability company (hereinafter called the **Lessee**), and RAILCAR AMROCK TRUST, a Delaware trust (hereinafter called the **Owner**).

WHEREAS the Lessee and the Owner have entered into that certain Lease of Railroad Equipment dated as of November 1, 2000, and pursuant thereto are entering into certain supplements covering 600 covered hopper cars bearing the road numbers of Genesee & Wyoming Railroad Company GNWR 5000 through GNWR 5599, and all additions and alterations thereof, replacements thereof, substitutions therefor, and proceeds thereof.

WHEREAS pursuant to the said Lease of Railroad Equipment and said supplements the Lessee is assigning to the Owner for security

(a) the Railcar Management Agreement dated October 17, 2000, between GWL Leasing Corporation and the Lessee;

(b) the GWRR Confirmation dated October 17, 2000, by Genesee & Wyoming Railroad Company to the Lessee; and

(c) the purchase documents between the Lessee and Trinity Industries, Inc.

in each case to the extent related to the railroad equipment specified above.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Owner, the leasehold interest therein of the Lessee, and the foregoing assignments, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

RAILCAR AMROCK TRUST,

by ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee,

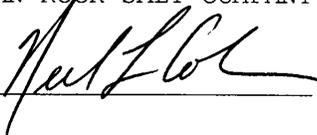
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SURFACE TRANSPORTATION BOARD

by 

AMERICAN ROCK SALT COMPANY LLC,

by 

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this *19th* day of December, 2000, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Vice President of ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association 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 association.

Sandra L. Crockett
Notary Public

My commission expires *5/1/02*

STATE OF NEW YORK)
) SS.:
COUNTY OF *New York*)

On this *11th* day of December, 2000, before me personally appeared *Neil Cohen*, to me personally known, who, by me being duly sworn, says that he is *Manager* of AMERICAN ROCK SALT COMPANY LLC, that the foregoing instrument was signed on behalf of said company by authority of its articles of organization, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

MATTHEW F. BOBMAN
Notary Public, State of New York
No. 01BO4750843
Qualified in New York County
Commission Expires 07/31/01

Matthew F. Bobman
Notary Public

My commission expires *7/31/01*