



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

RECORDATION NO. 23708 FILED

OCT 18 '01 10-37 AM

VIA UPS 2<sup>nd</sup> DAY AIR

October 11, 2001

Mr. Vernon E. Williams  
 Surface Transportation Board  
 1925 K Street, N.W., Room 704  
 Washington, DC 20423-0001  
 Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 20, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018

Lessee: Chemical Lime Company  
 3700 Hulen Street  
 Fort Worth, TX 76107

A description of the railroad equipment covered by the enclosed document is eighty-five (85) 4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, with car marks FURX and NDYX (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 Chemical Lime Company, Lessee, covering 85 4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, car marks FURX and NDYX (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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulska*

Susan Grokulska  
 Manager - Documents Administration

Enclosures

(CHLI001)

ASSGN. NO.: CHLI001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20<sup>th</sup> day of July, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Chemical Lime Company, Inc., a Nevada corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 20, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of July 30, 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  
Title: Vice President Sales & Marketing  
Executed on this 20<sup>th</sup> day of July, 2001

By: K. A. Dambrowski  
Name: K. A. Dambrowski  
Title: DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 20<sup>th</sup> day of July, 2001.

Susan Grokulska  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

CHEMICAL LIME COMPANY

ATTEST:

By: [Signature]  
Name: Ross Stralder  
Title: Assistant Secretary

By: [Signature]  
Name: Mark P. Juszi  
Title: VP Sales & Logistics

Executed on this 9<sup>th</sup> day of July, 2001.

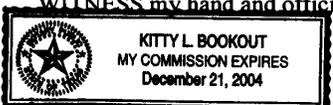
[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, Kitty L. Bookout, a Notary Public of the County and State aforesaid, certify that Mark P. Juszi personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9 day of July, 2001.



Kitty L. Bookout  
Notary Public

My Commission Expires:  
12/21/2004  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Eighty-five (85)

DESCRIPTION OF CARS: 4750 cu. ft., 1994 Trinity-built, three pocket Covered Hopper Cars with trough hatch covers, 30" x 30" rack, pinion gravity gates, vibrator brackets, 286,000 lbs. gross weight on rail

CAR NUMBERS:

FURX 839342	NDYX 475390	NDYX 475442
FURX 839350	NDYX 475391	NDYX 475444
FURX 839375	NDYX 475395	NDYX 475445
NDYX 475050	NDYX 475399	NDYX 475446
NDYX 475051	NDYX 475401	NDYX 475447
NDYX 475055	NDYX 475403	NDYX 475448
NDYX 475067	NDYX 475404	NDYX 475452
NDYX 475078	NDYX 475406	NDYX 475454
NDYX 475079	NDYX 475407	NDYX 475455
NDYX 475084	NDYX 475408	NDYX 475459
NDYX 475087	NDYX 475409	NDYX 475460
NDYX 475090	NDYX 475411	NDYX 475461
NDYX 475098	NDYX 475412	NDYX 475463
NDYX 475099	NDYX 475413	NDYX 475464
NDYX 475100	NDYX 475416	NDYX 475465
NDYX 475106	NDYX 475417	NDYX 475466
NDYX 475108	NDYX 475419	NDYX 475469
NDYX 475109	NDYX 475422	NDYX 475474
NDYX 475113	NDYX 475423	NDYX 475476
NDYX 475126	NDYX 475424	NDYX 475481
NDYX 475129	NDYX 475425	NDYX 475482
NDYX 475245	NDYX 475428	NDYX 475483
NDYX 475380	NDYX 475429	NDYX 475484
NDYX 475381	NDYX 475432	NDYX 475491
NDYX 475384	NDYX 475433	NDYX 475493
NDYX 475386	NDYX 475434	NDYX 475494
NDYX 475387	NDYX 475435	NDYX 475498
NDYX 475388	NDYX 475439	Count: 85
NDYX 475389	NDYX 475441	