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June 13, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23050-B FILED

JUN 17 '02 11-11 AM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 7, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CHEMICAL LIME, LTD**  
3700 Hulen Street, Fort Worth TX 76107

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CHEMICAL LIME, LTD**, covering 35 coal hoppers with reporting marks and numbers – CEFX 16410 – CEFX 152810, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23050 dated 8/17/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry Lewey*  
Sherry Lewey



**LEXIS Document Services**  
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**Research/Development Coordinator**

Enclosure

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 <sup>SURFACE TRANSPORTATION BOARD</sup> day of May, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHEMICAL LIME, LTD., a Texas Limited Partnership, with an address at 3700 HULEN STREET, FORT WORTH, TX 76107 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 25, 2000 covering certain equipment described therein pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 17, 2000 as recordation number 23050.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEMICAL LIME, LTD.

By: M. P. [Signature]  
Name: [Signature]  
Title: VP

SCHEDULE A

Quantity  
35

Equipment Description  
4,750 c.f. covered hopper car with  
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	16410
2	CEFX	151559
3	CEFX	151609
4	CEFX	151616
5	CEFX	151617
6	CEFX	151623
7	CEFX	151628
8	CEFX	151633
9	CEFX	151635
10	CEFX	151636
11	CEFX	151637
12	CEFX	151639
13	CEFX	151643
14	CEFX	151645
15	CEFX	151649
16	CEFX	151650
17	CEFX	151658
18	CEFX	151662
19	CEFX	151663
20	CEFX	151668
21	CEFX	151669
22	CEFX	151673
23	CEFX	152745
24	CEFX	152751
25	CEFX	152753
26	CEFX	152757
27	CEFX	152769
28	CEFX	152773
29	CEFX	152780
30	CEFX	152782
31	CEFX	152796
32	CEFX	152799
33	CEFX	152804
34	CEFX	152805
35	CEFX	152810