

RECORDATION NO. 24956 FILED

MAY 17 '04 2-26 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



VIA UPS NEXT DAY AIR

May 13, 2004

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 of a Memorandum of Lease Agreement, dated March 18, 2004, 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: North American Salt Company
8300 College Blvd.
Overland Park, KS 66210

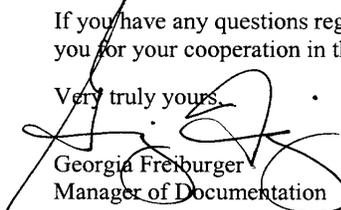
A description of the railroad equipment covered by the enclosed document is eighty-four (84) 21,000 gallon tank cars, with WFIX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(NOAM002)

RECORDATION NO. 24956 FILED

ASSGN. NO.: NOAM002

MAY 17 '04 2-26 PM

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of March, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and North American Salt Company, 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. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2004 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: Georgia Freiburger
Name: GEORGIA FREIBURGER

Title: MGR OF DOCUMENTATION Executed on this 18th day of March, 2004.

[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 18th day of March, 2004.

Susan Grokulsky
Notary Public

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



LESSEE:

NORTH AMERICAN SALT COMPANY, INC.

By: Trisha Lett

Name: Trisha Lett

Title: Sales + Logistics Manager

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[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 7th day of March, 2007.

Linda K. Winter
Notary Public

Commission Expires:

7/7/07
(Notary Public)

Notary Public State of Kansas
Linda K Winter
My Appt Exp 7/7/07

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-four (84)

CAR DESCRIPTIONS: Tank Cars, 1981-83 ACF built, 21,000 gallon, exterior
and interior coiled, insulated, non-lined, DOT spec. as 111A100W-1

CAR NUMBERS:

WFIX 102	WFIX 134	WFIX 165	WFIX 203
WFIX 103	WFIX 135	WFIX 167	WFIX 204
WFIX 105	WFIX 136	WFIX 168	WFIX 205
WFIX 107	WFIX 137	WFIX 169	WFIX 209
WFIX 110	WFIX 138	WFIX 171	WFIX 210
WFIX 112	WFIX 139	WFIX 173	WFIX 211
WFIX 113	WFIX 140	WFIX 174	WFIX 215
WFIX 114	WFIX 141	WFIX 175	WFIX 216
WFIX 115	WFIX 142	WFIX 176	WFIX 217
WFIX 117	WFIX 143	WFIX 178	WFIX 220
WFIX 118	WFIX 144	WFIX 180	WFIX 221
WFIX 119	WFIX 145	WFIX 181	WFIX 222
WFIX 121	WFIX 146	WFIX 183	WFIX 224
WFIX 123	WFIX 147	WFIX 184	WFIX 225
WFIX 125	WFIX 148	WFIX 185	WFIX 226
WFIX 126	WFIX 149	WFIX 187	WFIX 227
WFIX 127	WFIX 150	WFIX 188	WFIX 229
WFIX 128	WFIX 151	WFIX 195	WFIX 230
WFIX 129	WFIX 152	WFIX 197	Count: 84
WFIX 130	WFIX 153	WFIX 198	
WFIX 131	WFIX 157	WFIX 201	
WFIX 133	WFIX 158	WFIX 202	