

RECORDATION NO. 25229 FILED
SEP 30 '04 3-23 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

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

September 30, 2004

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 Lease, dated as of February 5, 2004, 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: | The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537 |
| Lessee: | Chemical Lime Company 3700 Hulen Street Fort Worth, Texas 76107 |

Mr. Vernon A. Williams
September 30, 2004
Page 2

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

74 railcars:

57 railcars: AEX 503717 – AEX 503773.

17 railcars within the series AEX 506942 – AEX 506981 as
specified in the Exhibit attached to the document.

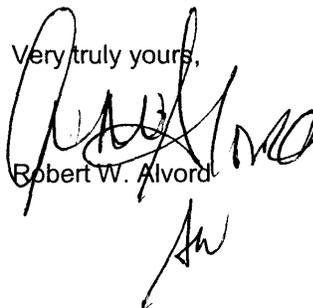
A short summary of the document to appear in the index is:

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 stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 5th day of February, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Chemical Lime Company, a Nevada corporation, having its principal place of business at 3700 Hulen Street, Ft. Worth, Texas 76107 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of February 5, 2004, (the "Master Lease"), and Deal #R00300 dated as of February 5, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee seventy-four (74) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting August 1, 2004, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

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SURFACE TRANSPORTATION BOARD

LESSEE:
CHEMICAL LIME COMPANY

By: MP Juszli
Title: VP

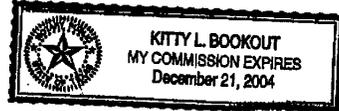
STATE OF Texas)

COUNTY OF Tarrant) SS:

The foregoing instrument was acknowledged before me this 21 day of April, 2004, by Mark P. Juszli, the VP Logistics of Chemical, a Nevada corporation, on behalf of the corporation.
Lime Company

Kitty L. Bookout
Notary Public

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LESSOR:

THE ANDERSONS, INC.

By:

Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 29th day of April, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Susan E. Monro
Notary Public

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SUSAN E. MONRO
Notary Public, State of Ohio
Attorney At Law
My Commission Has
No Expiration
Section 147.03 R.C.

EXHIBIT A

| | | | |
|--------|--------|--------|--------|
| 1 AEX | 506942 | 42 AEX | 503741 |
| 2 AEX | 506944 | 43 AEX | 503742 |
| 3 AEX | 506946 | 44 AEX | 503743 |
| 4 AEX | 506948 | 45 AEX | 503744 |
| 5 AEX | 506950 | 46 AEX | 503745 |
| 6 AEX | 506952 | 47 AEX | 503746 |
| 7 AEX | 506953 | 48 AEX | 503747 |
| 8 AEX | 506954 | 49 AEX | 503748 |
| 9 AEX | 506957 | 50 AEX | 503749 |
| 10 AEX | 506958 | 51 AEX | 503750 |
| 11 AEX | 506960 | 52 AEX | 503751 |
| 12 AEX | 506962 | 53 AEX | 503752 |
| 13 AEX | 506964 | 54 AEX | 503753 |
| 14 AEX | 506966 | 55 AEX | 503754 |
| 15 AEX | 506969 | 56 AEX | 503755 |
| 16 AEX | 506971 | 57 AEX | 503756 |
| 17 AEX | 506981 | 58 AEX | 503757 |
| 18 AEX | 503717 | 59 AEX | 503758 |
| 19 AEX | 503718 | 60 AEX | 503759 |
| 20 AEX | 503719 | 61 AEX | 503760 |
| 21 AEX | 503720 | 62 AEX | 503761 |
| 22 AEX | 503721 | 63 AEX | 503762 |
| 23 AEX | 503722 | 64 AEX | 503763 |
| 24 AEX | 503723 | 65 AEX | 503764 |
| 25 AEX | 503724 | 66 AEX | 503765 |
| 26 AEX | 503725 | 67 AEX | 503766 |
| 27 AEX | 503726 | 68 AEX | 503767 |
| 28 AEX | 503727 | 69 AEX | 503768 |
| 29 AEX | 503728 | 70 AEX | 503769 |
| 30 AEX | 503729 | 71 AEX | 503770 |
| 31 AEX | 503730 | 72 AEX | 503771 |
| 32 AEX | 503731 | 73 AEX | 503772 |
| 33 AEX | 503732 | 74 AEX | 503773 |
| 34 AEX | 503733 | | |
| 35 AEX | 503734 | | |
| 36 AEX | 503735 | | |
| 37 AEX | 503736 | | |
| 38 AEX | 503737 | | |
| 39 AEX | 503738 | | |
| 40 AEX | 503739 | | |
| 41 AEX | 503740 | | |

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2004



Edward M. Luria