



CORPORATION SERVICE COMPANY

July 22, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 145586-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 24, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CHEMICAL LIME, LTD**
3700 Hulen Street Ft 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 67 hopper cars with reporting marks and numbers – TCMX 51586 – TCMX 51734 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23050 dated 08/17/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

RECORDATION NO. 23050-E FILED

JUL 25 '05

3-53 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of September, 2004, 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 and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 17, 2000 and given 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 J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO 23050-E FILED

JUL 25 '05

3-53 PM

SURFACE TRANSPORTATION BOARD

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: Stephen Barnish
Name: STEPHEN BARNISH
Title: CFO

Schedule A

Number of Cars		Equipment Description			
67	5,400 C.F. plastic pellet covered hopper car				
1	TCMX	51586	53	TCMX	51694
2	TCMX	51587	54	TCMX	51697
3	TCMX	51588	55	TCMX	51702
4	TCMX	51589	56	TCMX	51705
5	TCMX	51592	57	TCMX	51707
6	TCMX	51593	58	TCMX	51708
7	TCMX	51594	59	TCMX	51709
8	TCMX	51595	60	TCMX	51710
9	TCMX	51596	61	TCMX	51717
10	TCMX	51598	62	TCMX	51719
11	TCMX	51600	63	TCMX	51720
12	TCMX	51601	64	TCMX	51724
13	TCMX	51603	65	TCMX	51725
14	TCMX	51604	66	TCMX	51732
15	TCMX	51606	67	TCMX	51734
16	TCMX	51607			
17	TCMX	51608			
18	TCMX	51613			
19	TCMX	51615			
20	TCMX	51620			
21	TCMX	51621			
22	TCMX	51622			
23	TCMX	51629			
24	TCMX	51631			
25	TCMX	51638			
26	TCMX	51639			
27	TCMX	51643			
28	TCMX	51645			
29	TCMX	51647			
30	TCMX	51651			
31	TCMX	51652			
32	TCMX	51654			
33	TCMX	51655			
34	TCMX	51658			
35	TCMX	51660			
36	TCMX	51661			
37	TCMX	51666			
38	TCMX	51667			
39	TCMX	51668			
40	TCMX	51672			
41	TCMX	51673			
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43	TCMX	51680			
44	TCMX	51681			
45	TCMX	51682			
46	TCMX	51683			
47	TCMX	51684			
48	TCMX	51685			
49	TCMX	51687			
50	TCMX	51688			
51	TCMX	51690			
52	TCMX	51691			