

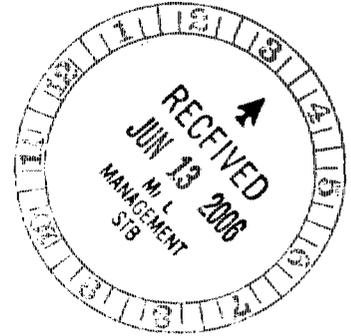
RECORDATION NO. 23708-1 FILED

JUN 14 '06

10-57 AM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD



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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

June 9, 2006

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 15, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23708. 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-six (86) 4750 cu. ft. capacity, 1994 Trinity-built, three pocket covered hopper Cars, marked FURX and NDYX (see Exhibit A for car 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 \$34.00 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) 384-5375. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Janice Enolva".

Janice Enolva
Manager of Documentation

Enclosures
(CHL1005)

ASSGN. NO.: CHLI005

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of May, 2006 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. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 1, 2006, 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

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: MR. OF DOCUMENTATION

Executed on this 15th day of May, 2006

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 15th day of May, 2006

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

CHEMICAL LIME COMPANY, INC.

ATTEST:

By: [Signature]
Name: Bob Nordin
Title: Treasurer

By: [Signature]
Name: MARK P. JUSZLI
Title: VP

Executed on this 8th day of May, 2006

[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. Juszli 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 8 day of May, 2006.

[Signature]
Notary Public

My Commission Expires:
12/21/2008
(Notary Public)

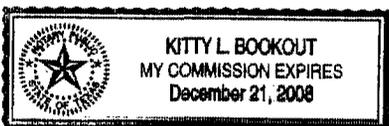


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-six (86)

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 475455
FURX 839350	NDYX 475391	NDYX 475459
FURX 839359	NDYX 475395	NDYX 475460
FURX 839375	NDYX 475399	NDYX 475461
NDYX 475050	NDYX 475401	NDYX 475463
NDYX 475051	NDYX 475403	NDYX 475464
NDYX 475055	NDYX 475404	NDYX 475465
NDYX 475067	NDYX 475406	NDYX 475466
NDYX 475078	NDYX 475407	NDYX 475469
NDYX 475079	NDYX 475408	NDYX 475474
NDYX 475084	NDYX 475409	NDYX 475481
NDYX 475087	NDYX 475412	NDYX 475482
NDYX 475090	NDYX 475413	NDYX 475483
NDYX 475098	NDYX 475416	NDYX 475484
NDYX 475099	NDYX 475417	NDYX 475491
NDYX 475103	NDYX 475419	NDYX 475493
NDYX 475104	NDYX 475423	NDYX 475494
NDYX 475106	NDYX 475424	NDYX 475498
NDYX 475108	NDYX 475425	Count: 86
NDYX 475109	NDYX 475428	
NDYX 475120	NDYX 475429	
NDYX 475126	NDYX 475432	
NDYX 475128	NDYX 475433	
NDYX 475129	NDYX 475434	
NDYX 475232	NDYX 475435	
NDYX 475245	NDYX 475439	
NDYX 475380	NDYX 475441	
NDYX 475381	NDYX 475442	
NDYX 475383	NDYX 475445	
NDYX 475384	NDYX 475446	
NDYX 475386	NDYX 475447	
NDYX 475387	NDYX 475448	
NDYX 475388	NDYX 475452	
NDYX 475389	NDYX 475454	