

RECORDATION NO. 26738-A FILED

DEC 22 '06

1-45 PM

VIA UPS 2ND DAY AIR

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

December 20, 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 one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated October 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number _____.

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: Great Salt Lake Minerals Corporation
9900 W. 109th St., Suite 600
Overland Park, KS 66201

A description of the railroad equipment covered by the enclosed document is ninety-six (96) 4600/4650 cu. ft. lined covered hopper cars marked FURX (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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

ASSGN NO. GRSA004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of October, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Great Salt Lake Minerals Corporation. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 30, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 7, 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
Vice President Sales & Marketing
Title: _____

By: Susan Grokulsky
Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 30th day of October, 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 30th day of October, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

GREAT SALT LAKE MINERALS CORPORATION

By: [Signature]

Name: Angelo Brisimitzakis

Title: CEO - Compass Minerals

ATTEST:

By: [Signature]

Name: Joseph Henderson

Title: Notary Public

Executed on this 9th day of Nov., 2006.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Johnson

I, Norma Frazier, a Notary Public of the County and State aforesaid, certify that Angelo Brisimitzakis 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 6th day of November, 2006.

[Signature]
Notary Public

Commission Expires:

Sept 25, 2010
(Notary Public)

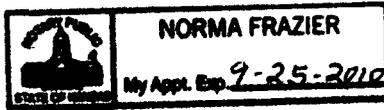


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-six (96)

DESCRIPTION OF CARS: 4600/4650 cu. ft. covered hoppers, 268,000 lb. gross weight on rail, lined, with
trough hatches and gravity outlet gates

CAR NUMBERS:

FURX 815328	FURX 828367	FURX 831260
FURX 815357	FURX 828375	FURX 831261
FURX 815377	FURX 828378	FURX 831263
FURX 815398	FURX 828564	FURX 831265
FURX 815440	FURX 828565	FURX 831267
FURX 815488	FURX 828570	FURX 831269
FURX 816112	FURX 828606	FURX 831270
FURX 816152	FURX 828609	FURX 831274
FURX 818637	FURX 828627	FURX 831275
FURX 818639	FURX 828631	FURX 831276
FURX 818640	FURX 828647	FURX 831277
FURX 818641	FURX 828676	FURX 831279
FURX 818649	FURX 828704	FURX 831280
FURX 818658	FURX 828762	FURX 831282
FURX 818668	FURX 828820	FURX 831283
FURX 818673	FURX 828828	FURX 831284
FURX 818679	FURX 828842	Count: 96
FURX 818739	FURX 828862	
FURX 823300	FURX 828909	
FURX 824175	FURX 829482	
FURX 824202	FURX 831209	
FURX 824213	FURX 831216	
FURX 824217	FURX 831221	
FURX 824234	FURX 831225	
FURX 824670	FURX 831226	
FURX 824675	FURX 831227	
FURX 824680	FURX 831228	
FURX 824699	FURX 831230	
FURX 824704	FURX 831231	
FURX 824709	FURX 831232	
FURX 824715	FURX 831234	
FURX 824730	FURX 831238	
FURX 824731	FURX 831240	
FURX 828261	FURX 831241	
FURX 828266	FURX 831244	
FURX 828271	FURX 831250	
FURX 828303	FURX 831251	
FURX 828311	FURX 831254	
FURX 828312	FURX 831258	
FURX 828361	FURX 831259	