



CORPORATION SERVICE COMPANY

RECORDATION NO. 23050-X FILED

APR 09 '07

2-44 PM

SURFACE TRANSPORTATION BOARD



April 6, 2007 ..

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 839193/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 04/13/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Chemical Lime LTD
3700 Hulen Street
Fort Worth, TX 76107

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas. 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of March, 2006, 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: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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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 Barnisk
Name: STEPHEN BARNISK
Title: CEO

Schedule A

Number of Cars

Equipment Description

100 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15113	53	CEFX	17406
2	CEFX	17213	54	CEFX	17411
3	CEFX	17215	55	CEFX	17412
4	CEFX	17225	56	CEFX	17414
5	CEFX	17227	57	CEFX	17415
6	CEFX	17229	58	CEFX	17418
7	CEFX	17231	59	CEFX	17419
8	CEFX	17232	60	CEFX	17425
9	CEFX	17246	61	CEFX	17427
10	CEFX	17279	62	CEFX	17428
11	CEFX	17292	63	CEFX	17434
12	CEFX	17300	64	CEFX	17435
13	CEFX	17307	65	CEFX	17436
14	CEFX	17333	66	CEFX	17438
15	CEFX	17346	67	CEFX	17439
16	CEFX	17347	68	CEFX	17441
17	CEFX	17348	69	CEFX	17442
18	CEFX	17354	70	CEFX	17445
19	CEFX	17355	71	CEFX	17450
20	CEFX	17356	72	CEFX	17455
21	CEFX	17357	73	CEFX	17457
22	CEFX	17359	74	CEFX	17458
23	CEFX	17360	75	CEFX	17460
24	CEFX	17362	76	CEFX	17463
25	CEFX	17363	77	CEFX	17464
26	CEFX	17365	78	CEFX	17473
27	CEFX	17368	79	CEFX	17478
28	CEFX	17369	80	CEFX	17479
29	CEFX	17370	81	CEFX	17481
30	CEFX	17372	82	CEFX	17485
31	CEFX	17373	83	CEFX	17491
32	CEFX	17374	84	CEFX	17498
33	CEFX	17375	85	CEFX	17499
34	CEFX	17376	86	CEFX	17503
35	CEFX	17378	87	CEFX	17504
36	CEFX	17380	88	CEFX	17510
37	CEFX	17382	89	CEFX	17512
38	CEFX	17384	90	CEFX	17518
39	CEFX	17385	91	CEFX	17521
40	CEFX	17386	92	CEFX	18912
41	CEFX	17389	93	CEFX	18918
42	CEFX	17390	94	CEFX	151951
43	CEFX	17391	95	CEFX	152273
44	CEFX	17393	96	CEFX	152495
45	CEFX	17395	97	CEFX	152636
46	CEFX	17396	98	CEFX	152653
47	CEFX	17397	99	CEFX	152654
48	CEFX	17399	100	CEFX	154065
49	CEFX	17400			
50	CEFX	17401			
51	CEFX	17403			
52	CEFX	17404			