

MAY 27 '09

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SURFACE TRANSPORTATION BOARD



May 20, 2009

Ms. Anne Quinlan  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423

Dear Ms. Quinlan:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and two copies of the Memorandum of Railcar Lease Agreement, dated May 19, 2009, 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: Tealinc, Ltd.  
1606 Rosebud Creek Road  
Forsyth, MT 59327

Lessee: Graymont (PA) Inc.  
PO Box 448  
Bellefonte, PA 16823

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

Five (5) 4600 to 4750 cube covered hopper railcars with the numbers GRAX 4001, 4002, 4003, 4004 and 4005 as particularly set forth in the schedule attached to the document.

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1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

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

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$41.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped original/copy of the enclosed document to the undersigned.

Sincerely,

  
Tammy R. Luther

/tl  
Enclosures

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1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: [darell@tealinc.com](mailto:darell@tealinc.com)

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of this 19 day of ~~May~~ 2009 by and between Tealinc, Ltd. a Montana corporation (the "Lessor") and Graymont (PA) Inc., a Pennsylvania corporation (the "Lessee") with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. GPA001 dated March 24, 2006 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. GPA002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the five (5) 4600 to 4750 cube covered hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:

Tealinc, Ltd.

By: Darell J. Luther  
Print Name: Darell J. Luther  
Title: President

Address: 1606 Rosebud Creek Road  
Forsyth, MT 59327  
Phone: (406) 347-5237  
Facsimile: (406) 347-5239

LESSEE:

Graymont (PA) Inc.

By: Randy E. Pletcher  
Print Name: Randy E. Pletcher  
Title: Vice President - Sales and Distribution

Address: P.O. Box 448  
Bellefonte, PA 16823  
Phone: (814) 355-5331  
Facsimile: (814) 355-4761

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SURFACE TRANSPORTATION BOARD

**EXHIBIT A**  
**To**  
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

GRAX 4001  
GRAX 4002  
GRAX 4003  
GRAX 4004  
GRAX 4005