

RECORDATION NO 30747 FILED
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SURFACE TRANSPORTATION BOARD
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ELIAS C. ALVORD (1942)
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June 4, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Agreement, dated as of May 24, 2013, 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:

Lender:	First Farmers and Merchants Bank 816 South Garden Street Columbia, TN 38402
Borrower:	Calcium Silicate Corp., Inc. 601 Watson Farm Rd Lake Harbor, FL 33459

Section Chief
June 4, 2013
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A description of the railroad equipment covered by the enclosed document is:

21 gondola railcars within the series JMEX 310819 – JMEX 311260 (previously bearing NDYX and NOKL reporting marks) as set forth on the attachment to the document.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF AGREEMENT

dated as of May 24, 2013

between

CALCIUM SILICATE CORP., INC.,
as Borrower,

and

FIRST FARMERS AND MERCHANTS BANK,
as Lender

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of May 24, 2013, by and between FIRST FARMERS AND MERCHANTS BANK ("Lender") and CALCIUM SILICATE CORP., INC. ("Borrower"), with reference to the following:

1. Lender has agreed to make a loan to Borrower, and Borrower has agreed to borrow certain sums from Lender, secured by those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Security Agreement dated as of May 24, 2013, executed pursuant to that certain Promissory Note dated as of May 24, 2013, (collectively, the "Agreement"), each between Lender and Borrower.

Borrower hereby grants to Lender a first priority security interest in all of Borrower's right, title and interest in and to the Railcars, and agrees that such Railcars shall constitute Collateral (as such term is defined in the Loan Agreement), subject to the grant of security by Borrower set forth in the Security Agreement.

2. The Agreement shall be effective as of the date hereof.

This Memorandum of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

FIRST FARMERS AND MERCHANTS BANK

By: [Signature] [SEAL]
Name: Brian K. Williams
Title: Sr. Exec. Commercial Banking

STATE OF TENNESSEE

COUNTY OF MAURY

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Brian K. Williams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be Sr. Exec. Commercial Banking of **FIRST FARMERS AND MERCHANTS BANK**, a Tennessee banking corporation, the within bargainer, and who, being authorized so to do, acknowledged the execution of the foregoing instrument for the purposes therein contained and expressed by signing the name of the corporation by himself/herself as such officer, and affixing the seal of the corporation, if such corporation has a seal.

WITNESS my hand and seal of office in Columbia, Tennessee, this 4th day of June, 2013.

My commission expires: 06/19/2013



[Signature]
Notary Public

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

CALCIUM SILICATE CORP., INC.

By: Mark C. Elizer [SEAL]
Name:
Title:

STATE OF Florida
COUNTY OF Hendry

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, MARK C. ELIZER, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be OWNER of **CALCIUM SILICATE CORP., INC.**, a Tennessee corporation, the within bargainer, and who, being authorized so to do, acknowledged the execution of the foregoing instrument for the purposes therein contained and expressed by signing the name of the corporation by himself/herself as such officer, and affixing the seal of the corporation, if such corporation has a seal.

WITNESS my hand and seal of office in Clewiston, Florida,
this 28 day of May, 2013.

My commission expires:
May 30, 2017

Erica Hernandez
Notary Public



**EXHIBIT NO. 1
TO MEMORANDUM OF AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

<u>Year of Manufacture, Make and Model</u>	<u>Old Road Numbers</u>	<u>New Road Numbers</u>
Twenty-one (21) 52'6" long, Mill gondolas with 4'6" high sides, built in 1981	NDYX 310819	JMEX 310819
	NDYX 310855	JMEX 310855
	NDYX 310912	JMEX 310912
	NDYX 311201	JMEX 311201
	NOKL 310402	JMEX 310402
	NOKL 310410	JMEX 310410
	NOKL 310416	JMEX 310416
	NOKL 310420	JMEX 310420
	NOKL 310422	JMEX 310422
	NOKL 310822	JMEX 310822
	NOKL 310850	JMEX 310850
	NOKL 310966	JMEX 310966
	NOKL 310979	JMEX 310979
	NOKL 311052	JMEX 311052
	NOKL 311067	JMEX 311067
	NOKL 311129	JMEX 311129
	NOKL 311133	JMEX 311133
	NOKL 311173	JMEX 311173
	NOKL 311222	JMEX 311222
	NOKL 311229	JMEX 311229
	NOKL 311260	JMEX 311260

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/4/13

Edward M Luria
Edward M. Luria