

RECORDATION NO. 23925-B FILED

FEB 23 '11 -11 46 AM

SURFACE TRANSPORTATION BOARD



February 18, 2011

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

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 February 14, 2011, 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 Surface Transportation Board under Recordation Number 23925.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Great Salt Lake Minerals Corporation  
9900 W. 109<sup>th</sup> St., Suite 600  
Overland Park, KS 66210

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars; having FURX marks (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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(GRSA008)

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ASSGN. NO.: GRSA008

MEMORANDUM OF LEASE

COMMERCIAL TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14<sup>th</sup> day of February, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and 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. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 27, 2010, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 14<sup>th</sup> day of February, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

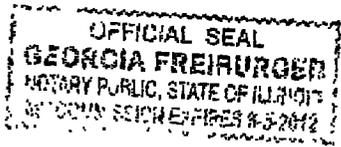
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of February, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



KR

**LESSEE:**

GREAT SALT LAKE MINERALS CORPORATION

ATTEST:

By: *Angelo*

Name: ANGELO BRISIMITZAKIS

Title: PRESIDENT & CEO

By: Bob Ellis

Name: Bob Ellis

Title: Rail Fleet Manager

Executed on this 28<sup>th</sup> day of January, 2011.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Johnson

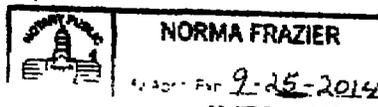
I, Norma Frazier, a Notary Public of the County and State aforesaid, certify that Angelo Brisimitzakis personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of January, 2011.

Norma Frazier  
Notary Public

Commission Expires:

9-25-2014  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Fifty (50)

DESCRIPTION OF CARS:    Lined covered hopper cars.

CAR NUMBERS:

FURX 815060	FURX 828258
FURX 815085	FURX 828260
FURX 815137	FURX 828279
FURX 815175	FURX 828314
FURX 815209	FURX 828322
FURX 815248	FURX 828342
FURX 815263	FURX 828350
FURX 815267	FURX 828373
FURX 815275	FURX 828385
FURX 815336	FURX 828576
FURX 815419	FURX 828593
FURX 816162	FURX 828599
FURX 816709	FURX 828600
FURX 816713	FURX 828601
FURX 818666	FURX 828613
FURX 823984	FURX 828630
FURX 824162	FURX 828635
FURX 824177	FURX 828652
FURX 824189	FURX 828659
FURX 824690	FURX 828707
FURX 824804	FURX 828949
FURX 824846	FURX 828956
FURX 824858	FURX 831214
FURX 828202	FURX 831264
FURX 828250	FURX 831266

PR