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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

December 2, 2011

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 Amended and Restated Lease Agreement No. 1, dated as of December 2, 2011, 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:	Railcar AMROCK LLC 3846 Retsof Road Retsof New York 14389
Lessee:	American Rock Salt Company LLC 3846 Retsof Road Retsof, New York 14389

Chief, Section of Administration
December 2, 2011
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A description of the railroad equipment covered by the enclosed document is:

470 covered hopper cars GNWR 5000 - GNWR 5471 (except GNWR 5136 and GNWR 5160).

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

Memorandum of Amended and Restated Lease Agreement No. 1

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT NO. 1

This MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT NO. 1 (herein called **Memorandum**) is made as of December 2, 2011, by and between AMERICAN ROCK SALT COMPANY LLC, a New York limited liability company (herein called the **Lessee**), and RAILCAR AMROCK LLC, a New York limited liability company (herein called the **Lessor**).

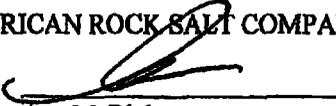
WHEREAS, the Lessee, as agent for the Livingston County Industrial Development Agency, but for the sole benefit of Lessee, had entered into a Lease of Railroad Equipment dated as of November 1, 2000, and certain supplements thereto (herein collectively called the **Original Lease**), with Railcar Amrock Trust, a Delaware statutory trust (herein called the **Original Lessor**), pursuant to which the Original Lessor leased to the Lessee 470 covered hopper cars, marked with the reporting marks and road numbers GNWR 5000 – GNWR 5135, GNWR 5137 – GNWR 5159, GNWR 5161 – GNWR 5471, and all additions and alterations thereof, replacements thereof, substitutions therefor, and proceeds thereof (herein called the **Equipment**). Appropriate evidence of the Lease was recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code. The Original Lease was amended and restated by the Lessee and the Lessor, as successor-in-interest to the Original Lessor, pursuant to an Amended and Restated Lease of Railroad Equipment No. 1 dated as of December 2 2011 (herein called the **Amended and Restated Lease**).

IN WITNESS WHEREOF, the parties wish to show for public record the ownership of the Equipment by the Lessor, the leasehold interest therein of the Lessee, and the foregoing assignments, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

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IN WITNESS WHEREOF, the parties wish to show for public record the ownership of the Equipment by the Lessor, the leasehold interest therein of the Lessee, and the foregoing assignments, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMERICAN ROCK SALT COMPANY LLC

By: 
Name: Ann M. Blake
Title: Chief Financial Officer

STATE OF NEW YORK
COUNTY OF MONROE

In Attleboro, MA, on the 2nd day of December, 2011, before me personally appeared Ann M. Blake, a Chief Financial Officer of American Rock Salt Company LLC to me known and known by me to be the person executing the foregoing instrument on behalf of said corporation, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of said corporation.


Notary Public
My commission expires: 12/11/13
[Notarial Seal]

ELIZABETH C. BRICE
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN MONROE COUNTY
COMMISSION EXPIRES DEC. 11, 2013

[Signatures continue on next page.]

RAILCAR AMROCK LLC

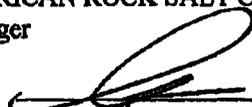
By: AMERICAN ROCK SALT COMPANY LLC

Its: Manager

By:

Name:

Title:


Ann M. Blake
CFO

STATE OF NEW YORK
COUNTY OF Monroe

In Pittsford, N.Y., on the 2nd day of December, 2011, before me personally appeared Ann M. Blake, a Chief Financial Officer of Railcar Amrock LLC to me known and known by me to be the person executing the foregoing instrument on behalf of said corporation, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of said corporation.


Notary Public
My commission expires: 12/11/13
[Notarial Seal]

ELIZABETH C. BRICE
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN MONROE COUNTY
COMMISSION EXPIRES DEC. 11, 2013

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 December 2, 2011 Edward M Luria
Edward M Luria