

RECORDATION NO. 30010-E FILED

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SURFACE TRANSPORTATION BOARD

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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 Note Security Agreement, dated as of December 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Lease Agreement No. 1 being filed with the Board under Recordation Number 30010.

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

2011 Senior Notes

Agent: U S. Bank National Association
U S. Bank Corporate Trust Services
60 Livingston Avenue, EP-MN-WS3C
St. Paul, MN 55107-2292

Grantor. Railcar AMROCK 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:

598 covered hopper cars: GNWR 5000 - GNWR 5599 (except GNWR
5136 and GNWR 5160)

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

Memorandum of Note Security Agreement

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 NOTE SECURITY AGREEMENT

This MEMORANDUM OF NOTE SECURITY AGREEMENT (herein called Memorandum) is made as of December 2, 2011, by and between RAILCAR AMROCK LLC (herein called Railcar Newco) and U.S. BANK NATIONAL ASSOCIATION, in its capacity as collateral agent (together with its successors and assigns in such capacities, herein called 2011 Senior Notes Agent) under the Indenture dated as of April 25, 2011, among American Rock Salt Company LLC, American Rock Salt Capital Corporation, the guarantors from time to time party thereto and the 2011 Senior Notes Agent.

The parties to this Memorandum hereby acknowledge, confirm and agree as follows:

A. Pursuant to the terms and provisions of the Security Agreement dated as of April 25, 2011 among ARS, American Rock Salt Capital Corporation, the guarantors from time to time party thereto and the 2011 Senior Notes Agent, as supplemented by the Note Security Agreement Supplement dated as of even date herewith by and among Railcar Newco and the 2011 Senior Notes Agent (herein called the Security Agreement), Railcar Newco has granted to the Senior Notes Agent a security interest in and lien on all of Railcar Newco's right, title and interest in and to the Collateral (as defined in the Security Agreement), including but not limited to a lien on and security interest in Railcar Newco's right, title and interest in and to those certain railcars identified on Schedule A attached hereto (herein called Equipment).

B. The parties hereto wish to evidence, for public record, the liens and security interests created by the foregoing Security Agreement and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. As contemplated by the Security Agreement, Railcar Newco and the 2011 Senior Notes Agent hereby make this Memorandum to confirm and perfect the security interest of the 2011 Senior Notes Agent, in its capacity as collateral agent, in the Equipment and the Collateral. Railcar Newco and the 2011 Senior Notes Agent further acknowledge and confirm that this Memorandum is not a summary of the Security Agreement, and is not a complete recitation of the terms and provisions thereof. Accordingly, Railcar Newco and the 2011 Senior Notes Agent agree that in the event of a conflict between this Memorandum and the provisions of the Security Agreement, the provisions of the Security Agreement shall control.

C. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

RAILCAR AMROCK LLC

By: [Signature]
Name: Ann M. Blake
Title: CFO/CAO

STATE OF NEW YORK
COUNTY OF Monroe

In Akron, NY, on the 2nd day of September, 2011, before me personally appeared Ann M. Blake, a CFO/CAO 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.

[Signature]
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.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

RAILCAR AMROCK LLC

By: 
Name: Ann M. Blake
Title: CFO/CAO

STATE OF NEW YORK
COUNTY OF MONROE

In Littleton, NY, on the 02nd day of September, 2011, before me personally appeared Ann M. Blake, a CFO/CAO 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

[Signatures continue on next page.]

Schedule A

598 Covered Hopper Railcars Bearing the Following Road Numbers:

GNWR 5000 – GNWR 5135

GNWR 5137 – GNWR 5159

GNWR 5161 – GNWR 5599

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