

RECORDATION NO 30882 FILED
August 06, 2013 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 6, 2012

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 Lease, dated as of April 17, 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:

Lessor: Macquarie Rail Inc.
1 North Wacker Drive, 9th Floor
Chicago, IL 60606

Lessee: National Lime and Stone Company
551 Lake Cascade Parkway
Findlay, OH 45840

Section Chief
August 6, 2013
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A description of the railroad equipment covered by the enclosed document is:

39 open top hopper railcars within series MQRX 1001 – MQRX 1099 as set forth in the attachment to the document.

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

Memorandum of Lease.

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,



✓ Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF LEASE
BETWEEN
MACQUARIE RAIL INC.
("LESSOR")**

AND

**NATIONAL LIME AND STONE COMPANY
("LESSEE")**

APRIL 17, 2013

THIS MEMORANDUM OF LEASE is dated as of April 17, 2013 by and between MACQUARIE RAIL INC., a Delaware corporation, ("*Lessor*") and NATIONAL LIME AND STONE COMPANY, an Ohio corporation ("*Lessee*").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 39 open top hopper railcars (each, a "*Car*") bearing marks and numbers as follows:

Marked MQRX: See attached car list

2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

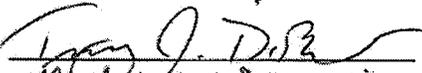
I, Henry Izquierdo (name of signor), certify that I am Co-President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature]
Title: Co-President
Date: 4/16/13

I, Mark Brecht (name of signor), certify that I am Co-President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature] MARK BRECHT
Title: Co-President
Date: 4.22.2013

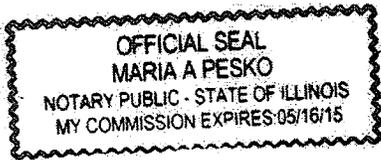
Lessee: National Lime & Stone Company
I, Timothy J. DiBerardino (name of signor), certify that I am VP - Marketing & Distribution (title of office) of NATIONAL LIME AND STONE COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 
Title: VP Marketing & Distribution
Date: 4/17/13

STATE OF ILLINOIS

COUNTY OF COOK

On this 22 day of April, 2013, before me personally appeared Henry Zander and Mark Brecht, to me personally known, who being by me duly sworn, says that they are the Co-President and Co-President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and they acknowledged that the execution of the said instrument was their free act and deed.



[Signature]
NOTARY PUBLIC

My commission expires: 5/16/15

STATE OF OHIO

COUNTY OF HANCOCK

On this 16 day of April, 2013, before me personally appeared TIMOTHY D. BERARDINO, to me personally known, who being by me duly sworn, says that he is the VP MARKETING of NATIONAL LIME AND STONE COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires 6/2/13



KATHRYN M. PEHRSON
Notary Public, State of Ohio
My Commission Expires 6-2-13

RIDER NO. 1
RAILCAR LEASING AGREEMENT
CAR LIST

<u>Initial</u>	<u>Number</u>
MQRX	1001
MQRX	1005
MQRX	1007
MQRX	1010
MQRX	1019
MQRX	1021
MQRX	1022
MQRX	1025
MQRX	1027
MQRX	1028
MQRX	1029
MQRX	1037
MQRX	1041
MQRX	1042
MQRX	1046
MQRX	1047
MQRX	1048
MQRX	1049
MQRX	1051
MQRX	1054
MQRX	1057
MQRX	1058
MQRX	1059
MQRX	1064
MQRX	1066
MQRX	1069
MQRX	1072
MQRX	1073
MQRX	1074
MQRX	1075
MQRX	1080
MQRX	1082
MQRX	1083
MQRX	1084
MQRX	1085
MQRX	1092
MQRX	1094
MQRX	1098
MQRX	1099

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: 8/16/13

Edward M Luria
Edward M. Luria