

RECORDATION NO. 31070 FILED
January 31, 2014 12:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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January 31, 2014

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 Railroad Equipment Lease and Schedule No. 3, dated as of January 31, 2014, 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: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Lessee: Olin Chlor Alkali Logistics, Inc.
490 Stuart Road NE
Cleveland, TN 37312

Chief, Section of Administration
January 31, 2014
Page 2

A description of the railroad equipment covered by the enclosed document is:

19 railcars within the series OLNK 718203 – OLNK 718229 as set forth in the attachment to the document.

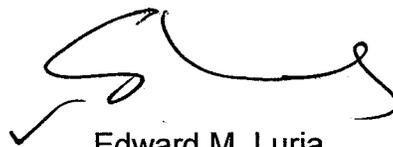
A short summary of the document to appear in the index is:

Memorandum of Railroad Equipment Lease and Schedule No. 3.

Also enclosed is a check in the amount of \$44.00 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. M. Luria', with a checkmark to the left of the signature.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AND SCHEDULE NO. 3**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 3 (this "**Memorandum of Lease**") is made and entered into as of January 31, 2014, between RBS Asset Finance, Inc., a New York corporation ("**Lessor**"), and Olin Chlor Alkali Logistics, Inc., a Delaware corporation ("**Lessee**"), with reference to the following:

1. Pursuant to a Railroad Equipment Lease, dated as of July 22, 2013 (the "**Railroad Equipment Lease**") between Lessor and Lessee, and Schedule No. 3 thereto, dated as of January 31, 2014 (the "**Schedule**"; the Railroad Equipment Lease and the Schedule, together, the "**Lease**") between Lessee and Lessor, Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor, the railcars identified on Schedule I hereto (each, a "**Car**" and, collectively, the "**Cars**").

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

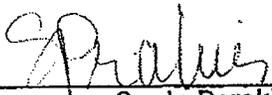
3. This Memorandum of Lease is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Lease, the Schedule and the Cars.

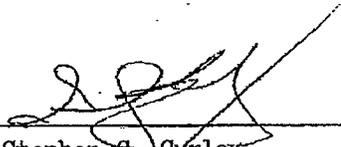
4. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Lease as of the date first written above.

RBS ASSET FINANCE, INC.

OLIN CHLOR ALKALI LOGISTICS, INC.

By: 
Name: Soula Perakis
Title: Vice President

By: 
Name: Stephen C. Cyrley
Title: Vice President and Treasurer

[EXECUTION PAGE OF MEMORANDUM OF LEASE FOR SCHEDULE NO. 3]

STATE OF ILLINOIS)
)
) SS.
COUNTY OF COOK)

On this 30th day of January, 2014, before me appeared Soula Perakis, to me personally known, who being by me duly sworn did say that she is the Vice President of RBS Asset Finance, Inc., a New York corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Misty Watte
Notary Public

My Commission Expires:
1/11/17



STATE OF Missouri)
) SS.
COUNTY OF St. Louis)

On this 30th day of January, 2014, before me appeared Stephen C. Curley, to me personally known, who being by me duly sworn did say that he/she is the Vice President and Treasurer of Olin Chlor Alkali Logistics, Inc., a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Veronica A. Schubert
Notary Public

My Commission Expires:

August 15, 2015



VERONICA A. SCHUBERT
My Commission Expires
August 15, 2015
St. Louis County
Commission #11227396

SCHEDULE I
To
Memorandum of Lease

List of Cars

Nineteen (19) 2013 Trinity T12132 DOT111A100W5 bleach cars with a 18,710-gallon capacity, a cost of \$172,804.00 per unit and the following reporting marks:

OLNX718203
OLNX718205
OLNX718207
OLNX718212
OLNX718213
OLNX718214
OLNX718215
OLNX718217
OLNX718219
OLNX718220
OLNX718221
OLNX718222
OLNX718223
OLNX718224
OLNX718225
OLNX718226
OLNX718227
OLNX718228
OLNX718229

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: 1/30/14

Edward M Luria
Edward M. Luria