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January 13, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of January 13, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
125 Dupont Drive
Providence, RI 02907

Lessee:

Solvay Fluorides, LLC
3333 Richmond Avenue
Houston, TX 77098

A description of the equipment covered by the Memorandum of Lease Agreement consists of 235 Hopper Cars numbered ASHX 1001-1003, inclusive, 1005-1054, inclusive, 1056-1077, inclusive, 1079-1103, inclusive, 1105-1130, inclusive, 1132-1138, inclusive, 1140-1150, inclusive, 1152-1168, inclusive, 1170, 1171, 1173-1176, inclusive, 1178-1189, inclusive, 1191-1198, inclusive, 1200-1230, inclusive, 1232-1234, inclusive, 1236-1241, inclusive, 1243-1249, inclusive.

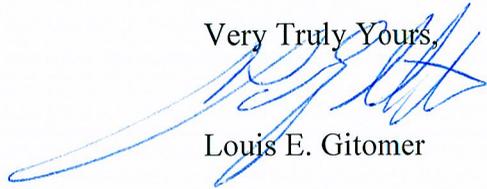
Ms. Cynthia T. Brown
January 13, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 125 Dupont Drive, Providence, RI 02907, and Solvay Fluorides, LLC, 3333 Richmond Avenue, Houston, TX 77098, covering 235 Hopper Cars numbered ASHX 1001-1003, inclusive, 1005-1054, inclusive, 1056-1077, inclusive, 1079-1103, inclusive, 1105-1130, inclusive, 1132-1138, inclusive, 1140-1150, inclusive, 1152-1168, inclusive, 1170, 1171, 1173-1176, inclusive, 1178-1189, inclusive, 1191-1198, inclusive, 1200-1230, inclusive, 1232-1234, inclusive, 1236-1241, inclusive, 1243-1249, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of January 13, 2015

between

SOLVAY CHEMICALS, INC.,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on January 13, 2015 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 13, 2015, by and between SOLVAY CHEMICALS, INC. ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All such Railcars are more fully described in that certain Schedule No. 001 dated as of January 13, 2015 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement dated as of January 13, 2015 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

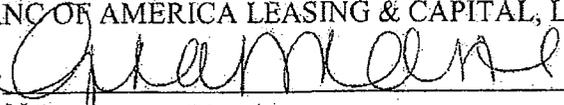
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

Name:

Gina M. Cabral

Title:

Vice President

SOLVAY CHEMICALS, INC.

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

SOLVAY CHEMICALS, INC.

By: _____
Name: *Roger Timmer*
Title: *VP Finance Office*

STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

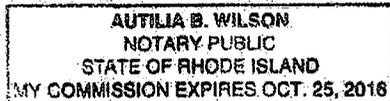
I HEREBY CERTIFY, that on this 12th day of January, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared William Leonard, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Autilia B. Wilson

Notary Public

My commission expires: 10/25/2016



STATE OF Texas)
) ss.
COUNTY OF Harris)

I HEREBY CERTIFY, that on this 9 day of January, 2015, before me, the undersigned, a Notary Public of the State of Texas, personally appeared Roger Jimenez, who acknowledged himself to be the Vice President - Finance of SOLVAY CHEMICALS, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Marie B. Johansen
Notary Public

My commission expires: 3/12/2016.

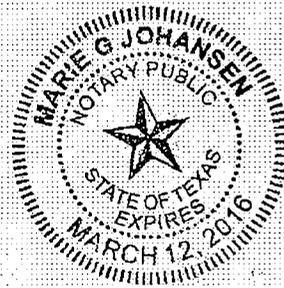


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Two Hundred Thirty-Five (235) Trinity built covered hopper rail cars with the following marks:

Car	Running Number	DOT Code	Car	Running Number	DOT Code
ASHX	1000	N/A	ASHX	1032	N/A
ASHX	1001	N/A	ASHX	1033	N/A
ASHX	1002	N/A	ASHX	1034	N/A
ASHX	1003	N/A	ASHX	1035	N/A
ASHX	1005	N/A	ASHX	1036	N/A
ASHX	1006	N/A	ASHX	1037	N/A
ASHX	1007	N/A	ASHX	1038	N/A
ASHX	1008	N/A	ASHX	1039	N/A
ASHX	1009	N/A	ASHX	1040	N/A
ASHX	1010	N/A	ASHX	1041	N/A
ASHX	1011	N/A	ASHX	1042	N/A
ASHX	1012	N/A	ASHX	1043	N/A
ASHX	1013	N/A	ASHX	1044	N/A
ASHX	1014	N/A	ASHX	1045	N/A
ASHX	1015	N/A	ASHX	1046	N/A
ASHX	1016	N/A	ASHX	1047	N/A
ASHX	1017	N/A	ASHX	1048	N/A
ASHX	1018	N/A	ASHX	1049	N/A
ASHX	1019	N/A	ASHX	1050	N/A
ASHX	1020	N/A	ASHX	1051	N/A
ASHX	1021	N/A	ASHX	1052	N/A
ASHX	1022	N/A	ASHX	1053	N/A
ASHX	1023	N/A	ASHX	1054	N/A
ASHX	1024	N/A	ASHX	1056	N/A
ASHX	1025	N/A	ASHX	1057	N/A
ASHX	1026	N/A	ASHX	1058	N/A
ASHX	1027	N/A	ASHX	1059	N/A
ASHX	1028	N/A	ASHX	1060	N/A
ASHX	1029	N/A	ASHX	1061	N/A
ASHX	1030	N/A	ASHX	1062	N/A
ASHX	1031	N/A	ASHX	1063	N/A

Car	Running Number	DOT Code	Car	Running Number	DOT Code
ASHX	1064	N/A	ASHX	1108	N/A
ASHX	1065	N/A	ASHX	1109	N/A
ASHX	1066	N/A	ASHX	1110	N/A
ASHX	1067	N/A	ASHX	1111	N/A
ASHX	1068	N/A	ASHX	1112	N/A
ASHX	1069	N/A	ASHX	1113	N/A
ASHX	1070	N/A	ASHX	1114	N/A
ASHX	1071	N/A	ASHX	1115	N/A
ASHX	1072	N/A	ASHX	1116	N/A
ASHX	1073	N/A	ASHX	1117	N/A
ASHX	1074	N/A	ASHX	1118	N/A
ASHX	1075	N/A	ASHX	1119	N/A
ASHX	1076	N/A	ASHX	1120	N/A
ASHX	1077	N/A	ASHX	1121	N/A
ASHX	1079	N/A	ASHX	1122	N/A
ASHX	1080	N/A	ASHX	1123	N/A
ASHX	1081	N/A	ASHX	1124	N/A
ASHX	1082	N/A	ASHX	1125	N/A
ASHX	1083	N/A	ASHX	1126	N/A
ASHX	1084	N/A	ASHX	1127	N/A
ASHX	1085	N/A	ASHX	1128	N/A
ASHX	1086	N/A	ASHX	1129	N/A
ASHX	1087	N/A	ASHX	1130	N/A
ASHX	1088	N/A	ASHX	1132	N/A
ASHX	1089	N/A	ASHX	1133	N/A
ASHX	1090	N/A	ASHX	1134	N/A
ASHX	1091	N/A	ASHX	1135	N/A
ASHX	1092	N/A	ASHX	1136	N/A
ASHX	1093	N/A	ASHX	1137	N/A
ASHX	1094	N/A	ASHX	1138	N/A
ASHX	1095	N/A	ASHX	1140	N/A
ASHX	1096	N/A	ASHX	1141	N/A
ASHX	1097	N/A	ASHX	1142	N/A
ASHX	1098	N/A	ASHX	1143	N/A
ASHX	1099	N/A	ASHX	1144	N/A
ASHX	1100	N/A	ASHX	1145	N/A
ASHX	1101	N/A	ASHX	1146	N/A
ASHX	1102	N/A	ASHX	1147	N/A
ASHX	1103	N/A	ASHX	1148	N/A
ASHX	1105	N/A	ASHX	1149	N/A
ASHX	1106	N/A	ASHX	1150	N/A
ASHX	1107	N/A	ASHX	1152	N/A

Car	Running Number	DOT Code	Car	Running Number	DOT Code
ASHX	1153	N/A	ASHX	1200	N/A
ASHX	1154	N/A	ASHX	1201	N/A
ASHX	1155	N/A	ASHX	1202	N/A
ASHX	1156	N/A	ASHX	1203	N/A
ASHX	1157	N/A	ASHX	1204	N/A
ASHX	1158	N/A	ASHX	1205	N/A
ASHX	1159	N/A	ASHX	1206	N/A
ASHX	1160	N/A	ASHX	1207	N/A
ASHX	1161	N/A	ASHX	1208	N/A
ASHX	1162	N/A	ASHX	1209	N/A
ASHX	1163	N/A	ASHX	1210	N/A
ASHX	1164	N/A	ASHX	1211	N/A
ASHX	1165	N/A	ASHX	1212	N/A
ASHX	1166	N/A	ASHX	1213	N/A
ASHX	1167	N/A	ASHX	1214	N/A
ASHX	1168	N/A	ASHX	1215	N/A
ASHX	1170	N/A	ASHX	1216	N/A
ASHX	1171	N/A	ASHX	1217	N/A
ASHX	1173	N/A	ASHX	1218	N/A
ASHX	1174	N/A	ASHX	1219	N/A
ASHX	1175	N/A	ASHX	1220	N/A
ASHX	1176	N/A	ASHX	1221	N/A
ASHX	1178	N/A	ASHX	1222	N/A
ASHX	1179	N/A	ASHX	1223	N/A
ASHX	1180	N/A	ASHX	1224	N/A
ASHX	1181	N/A	ASHX	1225	N/A
ASHX	1182	N/A	ASHX	1226	N/A
ASHX	1183	N/A	ASHX	1227	N/A
ASHX	1184	N/A	ASHX	1228	N/A
ASHX	1185	N/A	ASHX	1229	N/A
ASHX	1186	N/A	ASHX	1230	N/A
ASHX	1187	N/A	ASHX	1232	N/A
ASHX	1188	N/A	ASHX	1233	N/A
ASHX	1189	N/A	ASHX	1234	N/A
ASHX	1191	N/A	ASHX	1236	N/A
ASHX	1192	N/A	ASHX	1237	N/A
ASHX	1193	N/A	ASHX	1238	N/A
ASHX	1194	N/A	ASHX	1239	N/A
ASHX	1195	N/A	ASHX	1240	N/A
ASHX	1196	N/A	ASHX	1241	N/A
ASHX	1197	N/A	ASHX	1243	N/A
ASHX	1198	N/A	ASHX	1244	N/A

Car	Running Number	DOT Code
ASHX	1245	N/A
ASHX	1246	N/A
ASHX	1247	N/A
ASHX	1248	N/A
ASHX	1249	N/A