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

March 4, 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 Amendment and Collateral Assignment Agreement, dated as February 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents filed with the Board under Recordation Number 27810.

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

Lessee/Assignor: FMC Corporation
1735 Market St
Philadelphia, PA 19103

Lessor/Assignee: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Chief
Section of Administration
March 4, 2014
Page 2

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

20 tank railcars: FMLX 200059 – FMLX 200078.

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

Memorandum of Amendment and Collateral Assignment Agreement.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF AMENDMENT AND COLLATERAL ASSIGNMENT AGREEMENT

This MEMORANDUM OF AMENDMENT AND COLLATERAL ASSIGNMENT AGREEMENT (this "**Memorandum of Assignment**") is made and entered into as of February **28**, 2014, between **RBS Asset Finance, Inc.**, a New York corporation ("**Lessor**"), and **FMC Corporation**, a Delaware corporation ("**Lessee**"), with reference to the following:

1. Pursuant to a Master Rail Lease Agreement dated as of November 20, 2008 (the "**Railroad Equipment Lease**") between Lessor and Lessee, and Schedule No. 001 thereto dated as of December 19, 2008 (the "**Schedule**"; the Railroad Equipment Lease and the Schedule, together, the "**Lease**") between Lessor and Lessee, 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**"). A Memorandum of the Lease and a Memorandum of a certain Lease Supplement were recorded with the Surface Transportation Board on February 5, 2009 at 8:00 a.m. and assigned Recordation Numbers 27810 and 27810-A, respectively.

2. Pursuant to a Sublease dated as of February **28**, 2014 (the "**Sublease**") between Lessee and **PeroxyChem LLC**, a Delaware limited liability company ("**Sublessee**"), Sublessee, Lessee agreed to sublease to Sublessee, and Sublessee agreed to sublease from Lessee, the Cars. A Memorandum of the Sublease is being recorded with the Surface Transportation Board contemporaneously herewith.

3. Pursuant to an Amendment and Collateral Assignment Agreement dated as of February **18**, 2014 (the "**Assignment**"), Lessee assigned to Lessor all of Lessee's right, title and interest in, to and under the Sublease, including any right to receive payment thereunder.

4. This Memorandum of Assignment 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 Assignment and the Cars.

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

[Remainder of Page Intentionally Left Blank]

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

Lessor:

RBS Asset Finance, Inc.,
a New York corporation

By: 
Name: NANCY L. ANOUSHIAN
Title: ASSISTANT VICE-PRESIDENT

Lessee:

FMC Corporation,
a Delaware corporation

By: 
Name: Thomas C. Deas, Jr.
Title: Vice President & Treasurer

[EXECUTION PAGE OF MEMORANDUM OF ASSIGNMENT]

STATE OF Rhode Island)
) SS.
COUNTY OF Kent)

On this 27th day of February, 2014, before me appeared Nancy Anoushian, to me personally known, who being by me duly sworn did say that he/she is the AVP 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.

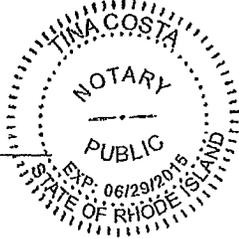
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Tina Costa

Notary Public

My Commission Expires:

6/29/15



STATE OF)
) SS.
COUNTY OF)

On this 28th day of February, 2014, before me appeared Thomas C. Deas, Jr., to me personally known, who being by me duly sworn did say that he/she is the Vice President & Treasurer of FMC Corporation, 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.

Agnes F. Shafie

Notary Public

My Commission Expires:

April 8, 2014

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

AGNES F. SHAFIE, Notary Public

City of Philadelphia, Phila. County

My Commission Expires April 8, 2014

SCHEDULE I
To
Memorandum of Assignment

List of Cars

Twenty (20) stainless steel tank cars (stainless grade 316L) with a capacity of 19,000 gallons to 21,000 gallons each and with the following reporting marks and road numbers:

FMLX 200059 – FMLX 200078

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: 3/4/14

Edward M Luria
Edward M. Luria