

RECORDATION NO 27810-B FILED

MARCH 04, 2012 09:00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 Sublease, 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 previously filed with the Board under Recordation Number 27810.

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

Sublessor: FMC Corporation
1735 Market St
Philadelphia, PA 19103

Sublessee: PeroxyChem LLC
1735 Market Street
Philadelphia, PA 19103

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.

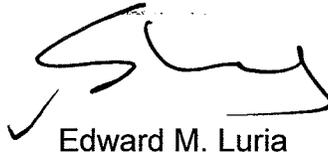
A short summary of the document to appear in the index is:

Memorandum of Sublease.

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

RECORDATION NO 27810-B FILED
MARCH 04, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD
MEMORANDUM OF SUBLEASE

This MEMORANDUM OF SUBLEASE (this "Memorandum of Sublease") is made and entered into as of February 28, 2014, between **FMC Corporation**, a Delaware corporation ("Sublessor"), and **PeroxyChem LLC**, a Delaware limited liability company ("Sublessee"), with reference to the following:

1. Pursuant to a Master Rail Lease Agreement dated as of November 20, 2008 (the "Railroad Equipment Lease") between **RBS Asset Finance, Inc.**, a New York corporation ("Lessor"), and Sublessor, 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 Sublessor, Lessor agreed to lease to Sublessor, and Sublessor 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 Sublessor and Sublessee, Sublessor agreed to sublease to Sublessee, and Sublessee agreed to sublease from Sublessor, the Cars.

3. The Sublease shall be effective as of the date hereof and shall be subject to the term specified in the Sublease.

4. This Memorandum of Sublease 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 Sublease and the Cars.

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

[Remainder of Page Intentionally Left Blank]

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

Sublessor:

FMC Corporation,
a Delaware corporation

By: _____


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

Sublessee:

PeroxyChem LLC,
a Delaware limited liability company

By: _____

Name: Joseph Huffsmith
Title: Vice President

[EXECUTION PAGE OF MEMORANDUM OF SUBLEASE - RBS]

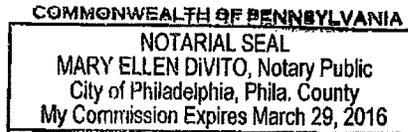
STATE OF Pennsylvania)
)
) SS.
COUNTY OF Philadelphia)

On this 27th 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 VP and 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.

Mary Ellen Divito
Notary Public

My Commission Expires: March 29, 2016



STATE OF)
)
) SS.
COUNTY OF)

On this ____ day of February, 2014, before me appeared _____, to me personally known, who being by me duly sworn did say that he/she is the _____ of PeroxyChem LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said corporation by authority of its Managers/Members, 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.

Notary Public

My Commission Expires:

STATE OF)
) SS.
COUNTY OF)

On this ___ day of February, 2014, before me appeared _____, to me personally known, who being by me duly sworn did say that he/she is the _____ 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.

Notary Public

My Commission Expires:

STATE OF Illinois)
) SS.
COUNTY OF Cook)

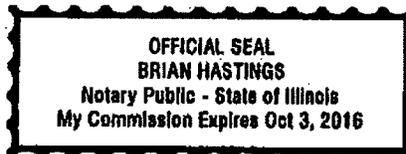
On this 27th day of February, 2014, before me appeared Joseph Hattsmith, to me personally known, who being by me duly sworn did say that he/she is the Vice President of PeroxyChem LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said corporation by authority of its Managers/Members, 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.

[Signature]
Notary Public

My Commission Expires:

Oct. 3, 2016



SCHEDULE I
To
Memorandum of Sublease

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