

RECORDATION NO. 26228 FILED

MAR 01 '06

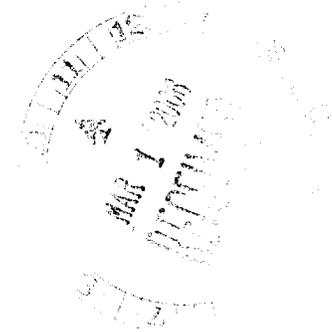
2-25 PM

# FIRST UNION RAIL

## SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



VIA UPS 2<sup>nd</sup> DAY AIR

February 27, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 8, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Solutia Inc.  
575 Maryville Centre Drive  
St. Louis, MO 63141

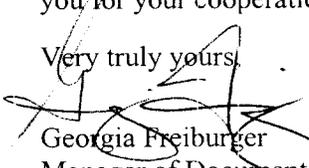
A description of the railroad equipment covered by the enclosed document is twenty-four (24) 4080 cubic foot combination (rotary and bottom dump) steel cars, with FURX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

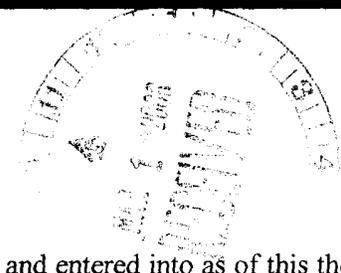
Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosure  
(SOLU001)

ASSGN. NO.: SOLU001

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8<sup>th</sup> day of February, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Solutia Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 8, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of \_\_\_\_\_, \_\_\_\_\_, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: Susan Grotulsky

Title: \_\_\_\_\_

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 8<sup>th</sup> day of February, 2006.

[CORPORATE SEAL]

RECORDATION NO. 26228 FILED

STATE OF ILLINOIS

MAR 01 '06 2-25 PM

COUNTY OF COOK

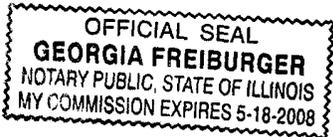
SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8<sup>th</sup> day of February, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

SOLUTIA INC.

ATTEST:

By: Harold W. Pyatt

Name: HAROLD W. PYATT

Title: RAIL TRANSPORTATION MANAGER

By: MAXINE WEIR

Name: Maxine Weir

Title: LOGISTICS ADMINISTRATOR

Executed on this 3<sup>rd</sup> day of FEBRUARY, 2006.

[CORPORATE SEAL]

STATE OF MISSOURI

COUNTY OF ST. LOUIS

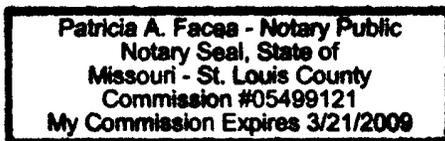
I, Patricia A. Facea, a Notary Public of the County and State aforesaid, certify that Harold W. Pyatt personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3<sup>rd</sup> day of February, 2006.

Patricia A. Facea  
Notary Public

Commission Expires:

3-21-2009  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-four (24)

DESCRIPTION OF CARS: 1990 built, five pocket, rapid discharge, 4080 cu. Ft. capacity combination (rotary and bottom dump) steel cars.

CAR NUMBERS:

FURX	925001
FURX	925005
FURX	925021
FURX	925025
FURX	925028
FURX	925036
FURX	925037
FURX	925039
FURX	925044
FURX	925050
FURX	925051
FURX	925053
FURX	925054
FURX	925057
FURX	925059
FURX	925060
FURX	925065
FURX	925076
FURX	925087
FURX	925098
FURX	925102
FURX	925106
FURX	925107
FURX	925115
Count:	24