

RECORDATION NO. 27479 FILED

APR 28 '08 -10 00 AM

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ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
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April 28, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 25, 2008, 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: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, IL 60601

[Lessee: Tronox LLC  
One Leadership Square, Suite 300  
211 N. Robinson Avenue  
Oklahoma City, OK 73102]

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document  
is:

132 railcars: NATX 140000 - NATX 140131.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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 "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

APR 28 '08 10 00 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT**

This Memorandum of Lease Agreement dated as of April 25, 2008 is made by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

**WITNESSETH:**

The Lessor and Tronox LLC (the "Lessee") are parties to that certain Rider No. 43 dated February 21, 2002 between Lessor and Lessee, as successor in interest to Kerr-McGee Chemical LLC (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement 4899-9 dated as of January 1, 1984 between Lessee (as successor in interest to Kerr-McGee Corporation) and Lessor, as amended by Revised Amendment No. 1 dated August 23, 1995 between Lessee (as successor in interest to Kerr McGee Chemical Corporation) and Lessor, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof

**GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION**

By: \_\_\_\_\_

Name: Mark Stefani

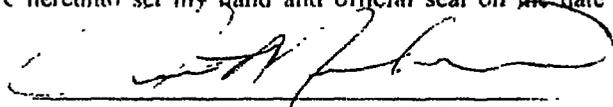
Title: Vice President

[Memorandum of Lease Agreement]

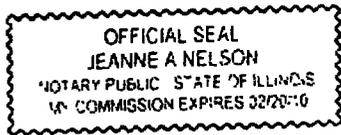
State of ILLINOIS            )  
                                          ) SS.  
County of COOK             )

On this, the 25th day of April, 2008 before me, a Notary Public in and for said County and State, personally appeared Mark A Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned



Name: Jeanne A Nelson, Notary Public  
My Commission Expires 02-20-2010  
Residing in Cook County



[Memorandum of Lease Agreement]

**EXHIBIT A  
CAR LIST**

<u>Unit</u>	<u>AAR</u>		<u>Unit</u>	<u>AAR</u>		<u>Unit</u>	<u>AAR</u>	
<u>Count</u>	<u>Reporting Marks</u>		<u>Count</u>	<u>Reporting Marks</u>		<u>Count</u>	<u>Reporting Marks</u>	
1	NATX	140000	51	NATX	140050	101	NATX	140100
2	NATX	140001	52	NATX	140051	102	NATX	140101
3	NATX	140002	53	NATX	140052	103	NATX	140102
4	NATX	140003	54	NATX	140053	104	NATX	140103
5	NATX	140004	55	NATX	140054	105	NATX	140104
6	NATX	140005	56	NATX	140055	106	NATX	140105
7	NATX	140006	57	NATX	140056	107	NATX	140106
8	NATX	140007	58	NATX	140057	108	NATX	140107
9	NATX	140008	59	NATX	140058	109	NATX	140108
10	NATX	140009	60	NATX	140059	110	NATX	140109
11	NATX	140010	61	NATX	140060	111	NATX	140110
12	NATX	140011	62	NATX	140061	112	NATX	140111
13	NATX	140012	63	NATX	140062	113	NATX	140112
14	NATX	140013	64	NATX	140063	114	NATX	140113
15	NATX	140014	65	NATX	140064	115	NATX	140114
16	NATX	140015	66	NATX	140065	116	NATX	140115
17	NATX	140016	67	NATX	140066	117	NATX	140116
18	NATX	140017	68	NATX	140067	118	NATX	140117
19	NATX	140018	69	NATX	140068	119	NATX	140118
20	NATX	140019	70	NATX	140069	120	NATX	140119
21	NATX	140020	71	NATX	140070	121	NATX	140120
22	NATX	140021	72	NATX	140071	122	NATX	140121
23	NATX	140022	73	NATX	140072	123	NATX	140122
24	NATX	140023	74	NATX	140073	124	NATX	140123
25	NATX	140024	75	NATX	140074	125	NATX	140124
26	NATX	140025	76	NATX	140075	126	NATX	140125
27	NATX	140026	77	NATX	140076	127	NATX	140126
28	NATX	140027	78	NATX	140077	128	NATX	140127
29	NATX	140028	79	NATX	140078	129	NATX	140128
30	NATX	140029	80	NATX	140079	130	NATX	140129
31	NATX	140030	81	NATX	140080	131	NATX	140130
32	NATX	140031	82	NATX	140081	132	NATX	140131
33	NATX	140032	83	NATX	140082			
34	NATX	140033	84	NATX	140083			
35	NATX	140034	85	NATX	140084			
36	NATX	140035	86	NATX	140085			
37	NATX	140036	87	NATX	140086			
38	NATX	140037	88	NATX	140087			
39	NATX	140038	89	NATX	140088			
40	NATX	140039	90	NATX	140089			
41	NATX	140040	91	NATX	140090			
42	NATX	140041	92	NATX	140091			
43	NATX	140042	93	NATX	140092			
44	NATX	140043	94	NATX	140093			
45	NATX	140044	95	NATX	140094			
46	NATX	140045	96	NATX	140095			
47	NATX	140046	97	NATX	140096			
48	NATX	140047	98	NATX	140097			
49	NATX	140048	99	NATX	140098			
50	NATX	140049	100	NATX	140099			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 4/28/08



\_\_\_\_\_  
Robert W. Alvord