

RECORDATION NO 27774-A FILED

MAY 28 '09

1-18 PM

SURFACE TRANSPORTATION BOARD



May 26, 2009

FIRST UNION RAIL

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

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024

Re: Amendment to Memorandum of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease dated May 20, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board under Recordation Number 27774. The names and addresses of the parties to the enclosed document are:

Lessee: GEO Specialty Chemicals, Inc.
340 Mathers Road
Ambler, PA 19002-3420

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

A description of the railroad equipment covered by the enclosed document is six (6) 4750 cu. ft. covered hopper cars with NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(10/08/09)

ASSGN. NO.: GEOS001

MAY 28 '09

1:18 PM

AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of May, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GEO Specialty Chemicals, Inc., ("Lessee"), an Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 6, 2008, 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 December 15, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

A Memorandum evidencing such Rider No. 1 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on December 29, 2008 at 1:02 p.m. with secondary Recordation Number 27774.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Rider No. 1 is amended as follows:
Car number NDYX 475327 is added to Exhibit A;
- b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

Executed on this 20th day of May, 2009.

ATTEST:

By: Janice L. Enolva
Name: Janice L. Enolva
Title: Manager of Documentation

[CORPORATE SEAL]

STATE OF ILLINOIS ILLINOIS

COUNTY OF COOK COOK

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 Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of May, 2009.

Georgia Freiburger
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

GEO SPECIALTY CHEMICALS, INC.

ATTEST:

By: William L. Reeder

Name: William L. Reeder

Title: Corporate Logistics Manager

By: Caroline Mulvey

Name: Caroline Mulvey

Title: CUSTOMER ACCOUNTS SPEC.

Executed on this 5th day of May, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Joyce E. Nevari, a Notary Public of the County and State aforesaid, certify that William L. Reeder personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of May, 2009.

Joyce E. Nevari
Notary Public

Commission Expires:

08/24/09
(Notary Public)

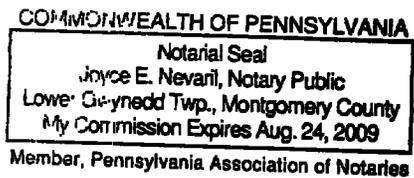


EXHIBIT A
to
AMENDMENT TO MEMORANDUM OF LEASE

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars, 1996-built with trough hatches, gravity outlets with carpet seals, and a total weight on rail of 268,000 lbs.

CAR NUMBERS: NDYX 475291, NDYX 475298, NDYX 475309,
NDYX 475312, NDYX 475315, NDYX 475327.