

Sean Dougherty
AVP, Contracts
CIT Rail

RECORDATION NO. 24358-13 FILED



NOV 03 '09 -5 14 PM

SURFACE TRANSPORTATION BOARD

November 3, 2009

Secretary
Surface Transportation Board
Washington, D.C. 20423

RE: OCI03006

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of April 27, 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 Agreement being filed with the Board under Recordation Number 24358.

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

Lessee: OCI Chemical Corporation
1800 West Oak Commons Ct., Suite 100
Marietta, GA 30062

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive Suite 3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series TCMX 450138 – TCMX 450166 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

CIT RAIL
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Suite 3000
Chicago, IL 60606

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27th day of April, 2009 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, Chicago, IL 60606 (the "Lessor"), and OCI CHEMICAL CORPORATION, a Delaware corporation, with an address at 1800 West Oak Commons Ct., Suite 100, Marietta, GA 30062 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of September 17, 2002 and Schedule No. 06 thereto dated as of April 27, 2009 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Jim Keating
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

OCI CHEMICAL CORPORATION

By: [Signature]
Name: Richard Kelber
Title: Director, Procurement & Logistics

RECORDATION NO. 24358-B **REC**

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TRANSPORTATION BOARD

OCI03006 SCHEDULE A

ASSIGNMENT ID

CAR INITIAL

CAR NUMBER

OCI03006

TCMX

450138

OCI03006

TCMX

450142

OCI03006

TCMX

450166