

RECORDATION NO. 29560-A FILED

DEC 3 2010 10 36 AM

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

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214



December 1, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

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 November 11, 2010, 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 on this date as Recordation Number \_\_\_\_\_.

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

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

Lessee: Afton Chemical Corporation  
330 S. Fourth Street  
Richmond, VA 23219

A description of the railroad equipment covered by the enclosed document is for twenty eight (28) tank cars having FURX and NATX marks (see Exhibit A for car numbers).

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

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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(AFCH004)

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ASSGN. NO.: AFCH004

MEMORANDUM OF LEASE

MINNAPAC TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11 day of November, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Afton Chemical Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 11, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2010, 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  
Title: VICE PRESIDENT

By: K A Dambrowski  
Name: K A Dambrowski  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 11th day of November, 2010

[CORPORATE SEAL]

STATE OF ILLINOIS

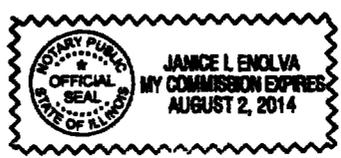
COUNTY OF COOK

I, Janice L. Enolva, 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 11th day of November, 2010.

Janice L. Enolva  
Notary Public

My Commission Expires:  
8-2-2014  
(Notary Public)



**LESSEE:**

AFTON CHEMICAL CORPORATION

ATTEST:

By: Harry J. Alferink

Name: HARRY J. ALFERINK

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

Title: LOGISTICS MANAGER

Name: \_\_\_\_\_

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

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ 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 \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

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

NUMBER OF CARS: Twenty-eight (28)

DESCRIPTION OF CARS: 23,500 gallon capacity, exterior coiled, insulated tank Cars.

CAR NUMBERS:

FURX	123500		
FURX	123503		
FURX	123504		
FURX	123505		
FURX	123595		
FURX	123596		
FURX	123597		
FURX	123598		
FURX	123599		
FURX	123600		
FURX	123602		
FURX	123603		
FURX	123604		
FURX	123605		
FURX	123606		
FURX	123607		
FURX	123609		
FURX	123610		
FURX	123611		
FURX	123612		
FURX	123613		
FURX	123615		
FURX	123616		
NATX	025524*	FURX	123501
NATX	076433*	FURX	123601
NATX	076441*	FURX	123608
NATX	076448*	FURX	123614
NATX	076496*	FURX	123620
Count:	28		

\*NATX marked cars to be remarked to FURX marks and numbers