

RECORDATION NO. 29818-C FILED

SEP 04 12 -1 00 PM

~~Surface Transportation Board~~

# FIRST UNION RAIL

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

Tel 847 318.7575  
Fax 847 318.7588  
www.firstunionrail.com

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

August 30, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**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 May 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29818

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: OCI Chemical Corporation  
Five Concourse Parkway  
Suite 2500  
Atlanta, GA 30328

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars having NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$42.00 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 Documentation Specialist

Enclosures

(OCCH005)

SEP 04 '12 -1 00 PM

ASSGN. NO OCCH005

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of May, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and OCI Chemical Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 29, 2012 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 SALES & MARKETING

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 29th day of May, 2012

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF 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 Memorandum of Lease

WITNESS my hand and official stamp or seal, this 29th day of May, 2012

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

OCI CHEMICAL CORPORATION

By: Richard Kalber

Name: Richard Kalber

Title: Manager, Purchasing & Logistics

ATTEST

By: Brandon M Huff

Name: BRANDAN HUFF

Title: MANAGER, LOGISTICS

Executed on this 22 day of May, 2012.

[CORPORATE SEAL]

STATE OF GEORGIA

COUNTY OF FULTON

I, CAROLYN F BENKOWITZ, a Notary Public of the County and State aforesaid, certify that RICHARD KALBER 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 22 day of MAY, 2012.

Carolyn F Benkowitz  
Notary Public

Commission Expires.

Notary Public, Cobb County, Georgia  
My Commission Expires Oct. 19, 2012  
(Notary Public)

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

NUMBER OF CARS:           Fifty (50)

DESCRIPTION OF CARS:    Covered Hopper Cars

CAR NUMBERS.

1	NDYX	840161	18	NDYX	841207	35	NDYX	841628
2	NDYX	840182	19	NDYX	841228	36	NDYX	841648
3	NDYX	840212	20	NDYX	841233	37	NDYX	841657
4	NDYX	840218	21	NDYX	841261	38	NDYX	841661
5	NDYX	840225	22	NDYX	841265	39	NDYX	841673
6	NDYX	840230	23	NDYX	841268	40	NDYX	842033
7	NDYX	840241	24	NDYX	841367	41	NDYX	843000
8	NDYX	840258	25	NDYX	841369	42	NDYX	843008
9	NDYX	840306	26	NDYX	841422	43	NDYX	843019
10	NDYX	840311	27	NDYX	841434	44	NDYX	843024
11	NDYX	840315	28	NDYX	841479	45	NDYX	843030
12	NDYX	840523	29	NDYX	841493	46	NDYX	843038
13	NDYX	840879	30	NDYX	841560	47	NDYX	843041
14	NDYX	840977	31	NDYX	841574	48	NDYX	843043
15	NDYX	841035	32	NDYX	841578	49	NDYX	843152
16	NDYX	841174	33	NDYX	841598	50	NDYX	843158
17	NDYX	841180	34	NDYX	841609			