

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

November 14, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of November 13, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Lessee:

Solvay Chemicals, Inc.
3333 Richmond Avenue
Houston, TX 77098

Lessor:

Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Lease Agreement consists of 222 4650 cu. ft. covered hopper railcars numbered SMNX 334-335 inclusive, 337, 340-367, inclusive, 369-370, inclusive, 372-387, inclusive, 389-410, inclusive, 412-419, inclusive, 421-453, inclusive, 455-541, inclusive, 543-555, inclusive, and 1056-1065, inclusive.

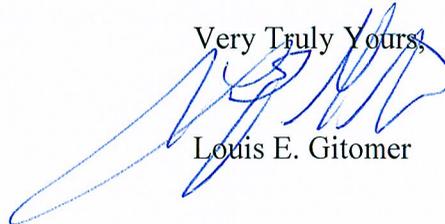
Ms. Cynthia T. Brown
November 14, 2012
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Solvay Chemicals, Inc., 3333 Richmond Avenue, Houston, TX 77098, and Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, covering 222 4650 cu. ft. covered hopper railcars numbered SMNX 334-335 inclusive, 337, 340-367, inclusive, 369-370, inclusive, 372-387, inclusive, 389-410, inclusive, 412-419, inclusive, 421-453, inclusive, 455-541, inclusive, 543-555, inclusive, and 1056-1065, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of November 13, 2012

between

SOLVAY CHEMICALS, INC.,
as Lessee,

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 13, 2012, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("**Lessor**") and SOLVAY CHEMICALS, INC. ("**Lessee**"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of June 22, 2012, and Schedule No. 5 thereto and incorporating the terms thereof, dated as of November 13, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "**Lease**"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: *Robert Krafting*
Name: Robert Krafting, VP
Title: _____

STATE OF OHIO)
COUNTY OF Hamilton) ss.



On this 13th day of November, 2012, before me appeared Robert Krafting the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Elaine Ellis
Notary Public

My commission expires:
ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2017

one

SOLVAY CHEMICALS, INC.

By: [Signature]
Name: Heather Hajdik
Title: VP, Finance

STATE OF TEXAS)
COUNTY OF HARRIS) ss.

On this 13th day of November, 2012, before me appeared Heather Hajdik the person who signed this instrument, who acknowledged that (s)he is the VP Finance of SOLVAY CHEMICALS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

[Signature]
Notary Public

My commission expires:



**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

SMNX-1	0001	SMNX	000334
SMNX-1	0001	SMNX	000335
SMNX-1	0001	SMNX	000337
SMNX-1	0001	SMNX	000340
SMNX-1	0001	SMNX	000341
SMNX-1	0001	SMNX	000342
SMNX-1	0001	SMNX	000343
SMNX-1	0001	SMNX	000344
SMNX-1	0001	SMNX	000345
SMNX-1	0001	SMNX	000346
SMNX-1	0001	SMNX	000347
SMNX-1	0001	SMNX	000348
SMNX-1	0001	SMNX	000349
SMNX-1	0001	SMNX	000350
SMNX-1	0001	SMNX	000351
SMNX-1	0001	SMNX	000352
SMNX-1	0001	SMNX	000353
SMNX-1	0001	SMNX	000354
SMNX-1	0001	SMNX	000355
SMNX-1	0001	SMNX	000356
SMNX-1	0001	SMNX	000357
SMNX-1	0001	SMNX	000358
SMNX-1	0001	SMNX	000359
SMNX-1	0001	SMNX	000360
SMNX-1	0001	SMNX	000361
SMNX-1	0001	SMNX	000362
SMNX-1	0001	SMNX	000363
SMNX-1	0001	SMNX	000364
SMNX-1	0001	SMNX	000365
SMNX-1	0001	SMNX	000366
SMNX-1	0001	SMNX	000367
SMNX-1	0001	SMNX	000369
SMNX-1	0001	SMNX	000370
SMNX-1	0001	SMNX	000372
SMNX-1	0001	SMNX	000373
SMNX-1	0001	SMNX	000374
SMNX-1	0001	SMNX	000375
SMNX-1	0001	SMNX	000376
SMNX-1	0001	SMNX	000377
SMNX-1	0001	SMNX	000378
SMNX-1	0001	SMNX	000379
SMNX-1	0001	SMNX	000380
SMNX-1	0001	SMNX	000381
SMNX-1	0001	SMNX	000382
SMNX-1	0001	SMNX	000383

SMNX-1	0001	SMNX	000384
SMNX-1	0001	SMNX	000385
SMNX-1	0001	SMNX	000386
SMNX-1	0001	SMNX	000387
SMNX-1	0001	SMNX	000389
SMNX-1	0001	SMNX	000390
SMNX-1	0001	SMNX	000391
SMNX-1	0001	SMNX	000392
SMNX-1	0001	SMNX	000393
SMNX-1	0001	SMNX	000394
SMNX-1	0001	SMNX	000395
SMNX-1	0001	SMNX	000396
SMNX-1	0001	SMNX	000397
SMNX-1	0001	SMNX	000398
SMNX-1	0001	SMNX	000399
SMNX-1	0001	SMNX	000400
SMNX-1	0001	SMNX	000401
SMNX-1	0001	SMNX	000402
SMNX-1	0001	SMNX	000403
SMNX-1	0001	SMNX	000404
SMNX-1	0001	SMNX	000405
SMNX-1	0001	SMNX	000406
SMNX-1	0001	SMNX	000407
SMNX-1	0001	SMNX	000408
SMNX-1	0001	SMNX	000409
SMNX-1	0001	SMNX	000410
SMNX-1	0001	SMNX	000412
SMNX-1	0001	SMNX	000413
SMNX-1	0001	SMNX	000414
SMNX-1	0001	SMNX	000415
SMNX-1	0001	SMNX	000416
SMNX-1	0001	SMNX	000417
SMNX-1	0001	SMNX	000418
SMNX-1	0001	SMNX	000419
SMNX-1	0001	SMNX	000421
SMNX-1	0001	SMNX	000422
SMNX-1	0001	SMNX	000423
SMNX-1	0001	SMNX	000424
SMNX-1	0001	SMNX	000425
SMNX-1	0001	SMNX	000426
SMNX-1	0001	SMNX	000427
SMNX-1	0001	SMNX	000428
SMNX-1	0001	SMNX	000429
SMNX-1	0001	SMNX	000430
SMNX-1	0001	SMNX	000431
SMNX-1	0001	SMNX	000432
SMNX-1	0001	SMNX	000433
SMNX-1	0001	SMNX	000434
SMNX-1	0001	SMNX	000435
SMNX-1	0001	SMNX	000436
SMNX-1	0001	SMNX	000437
SMNX-1	0001	SMNX	000438
SMNX-1	0001	SMNX	000439

SMNX-1	0001	SMNX	000440
SMNX-1	0001	SMNX	000441
SMNX-1	0001	SMNX	000442
SMNX-1	0001	SMNX	000443
SMNX-1	0001	SMNX	000444
SMNX-1	0001	SMNX	000445
SMNX-1	0001	SMNX	000446
SMNX-1	0001	SMNX	000447
SMNX-1	0001	SMNX	000448
SMNX-1	0001	SMNX	000449
SMNX-1	0001	SMNX	000450
SMNX-1	0001	SMNX	000451
SMNX-1	0001	SMNX	000452
SMNX-1	0001	SMNX	000453
SMNX-1	0001	SMNX	000455
SMNX-1	0001	SMNX	000456
SMNX-1	0001	SMNX	000457
SMNX-1	0001	SMNX	000458
SMNX-1	0001	SMNX	000459
SMNX-1	0001	SMNX	000460
SMNX-1	0001	SMNX	000461
SMNX-1	0001	SMNX	000462
SMNX-1	0001	SMNX	000463
SMNX-1	0001	SMNX	000464
SMNX-1	0001	SMNX	000465
SMNX-1	0001	SMNX	000466
SMNX-1	0001	SMNX	000467
SMNX-1	0001	SMNX	000468
SMNX-1	0001	SMNX	000469
SMNX-1	0001	SMNX	000470
SMNX-1	0001	SMNX	000471
SMNX-1	0001	SMNX	000472
SMNX-1	0001	SMNX	000473
SMNX-1	0001	SMNX	000474
SMNX-1	0001	SMNX	000475
SMNX-1	0001	SMNX	000476
SMNX-1	0001	SMNX	000477
SMNX-1	0001	SMNX	000478
SMNX-1	0001	SMNX	000479
SMNX-1	0001	SMNX	000480
SMNX-1	0001	SMNX	000481
SMNX-1	0001	SMNX	000482
SMNX-1	0001	SMNX	000483
SMNX-1	0001	SMNX	000484
SMNX-1	0001	SMNX	000485
SMNX-1	0001	SMNX	000486
SMNX-1	0001	SMNX	000487
SMNX-1	0001	SMNX	000488
SMNX-1	0001	SMNX	000489
SMNX-1	0001	SMNX	000490
SMNX-1	0001	SMNX	000491
SMNX-1	0001	SMNX	000492
SMNX-1	0001	SMNX	000493

SMNX-1	0001	SMNX	000494
SMNX-1	0001	SMNX	000495
SMNX-1	0001	SMNX	000496
SMNX-1	0001	SMNX	000497
SMNX-1	0001	SMNX	000498
SMNX-1	0001	SMNX	000499
SMNX-1	0001	SMNX	000500
SMNX-1	0001	SMNX	000501
SMNX-1	0001	SMNX	000502
SMNX-1	0001	SMNX	000503
SMNX-1	0001	SMNX	000504
SMNX-1	0001	SMNX	000505
SMNX-1	0001	SMNX	000506
SMNX-1	0001	SMNX	000507
SMNX-1	0001	SMNX	000508
SMNX-1	0001	SMNX	000509
SMNX-1	0001	SMNX	000510
SMNX-1	0001	SMNX	000511
SMNX-1	0001	SMNX	000512
SMNX-1	0001	SMNX	000513
SMNX-1	0001	SMNX	000514
SMNX-1	0001	SMNX	000515
SMNX-1	0001	SMNX	000516
SMNX-1	0001	SMNX	000517
SMNX-1	0001	SMNX	000518
SMNX-1	0001	SMNX	000519
SMNX-1	0001	SMNX	000520
SMNX-1	0001	SMNX	000521
SMNX-1	0001	SMNX	000522
SMNX-1	0001	SMNX	000523
SMNX-1	0001	SMNX	000524
SMNX-1	0001	SMNX	000525
SMNX-1	0001	SMNX	000526
SMNX-1	0001	SMNX	000527
SMNX-1	0001	SMNX	000528
SMNX-1	0001	SMNX	000529
SMNX-1	0001	SMNX	000530
SMNX-1	0001	SMNX	000531
SMNX-1	0001	SMNX	000532
SMNX-1	0001	SMNX	000533
SMNX-1	0001	SMNX	000534
SMNX-1	0001	SMNX	000535
SMNX-1	0001	SMNX	000536
SMNX-1	0001	SMNX	000537
SMNX-1	0001	SMNX	000538
SMNX-1	0001	SMNX	000539
SMNX-1	0001	SMNX	000540
SMNX-1	0001	SMNX	000541
SMNX-1	0001	SMNX	000543
SMNX-1	0001	SMNX	000544
SMNX-1	0001	SMNX	000545
SMNX-1	0001	SMNX	000546
SMNX-1	0001	SMNX	000547

SMNX-1	0001	SMNX	000548
SMNX-1	0001	SMNX	000549
SMNX-1	0001	SMNX	000550
SMNX-1	0001	SMNX	000551
SMNX-1	0001	SMNX	000552
SMNX-1	0001	SMNX	000553
SMNX-1	0001	SMNX	000554
SMNX-1	0001	SMNX	000555
SMNX-1	0001	SMNX	001056
SMNX-1	0001	SMNX	001057
SMNX-1	0001	SMNX	001058
SMNX-1	0001	SMNX	001059
SMNX-1	0001	SMNX	001060
SMNX-1	0001	SMNX	001061
SMNX-1	0001	SMNX	001062
SMNX-1	0001	SMNX	001063
SMNX-1	0001	SMNX	001064
SMNX-1	0001	SMNX	001065