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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 31, 2012

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 2, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Lessee: FMC Corporation
1735 Market St
Philadelphia, PA 19103

Chief
Section of Administration
October 31, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

67 railcars within the series FMLX 2000 - FMLX 2098 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of August 2, 2012, by and between RBS Asset Finance, Inc., a New York corporation having a place of business at 480 Jefferson Blvd., Mail Stop RJE-150, Warwick, RI 02886 ("Lessor") and FMC CORPORATION, an Delaware corporation having its principal place of business at 1735 Market Street, Philadelphia, PA 19103 ("Lessee").

1. Lessor intends to purchase and lease to Lessee aluminum tank Railcars, in each case bearing the identification marks set forth on the attached Exhibit A (collectively, the "Railcars").

2. Lessor and Lessee intend to enter into one (1) separate Equipment Schedules, each issued pursuant to a Master Rail Lease Agreement having an effective date of November 20, 2008. Pursuant to each such Equipment Schedule, Lessor will lease the Railcars to Lessee for an initial term of 120 months commencing as of the Delivery Date for the Railcars described therein (as such term is defined in the Master Rail Lease Agreement).

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Lessor: RBS ASSET FINANCE, INC.

Lessee: FMC CORPORATION

By: 

By: 

Name: NANCY L. ANOUSHIAN
ASSISTANT VICE-PRESIDENT

Name: Thomas C. Deas, Jr.
Vice President & Treasurer

Title: _____

Title: _____

State of Pennsylvania)
) ss:
City of Philadelphia)

BEFORE ME, a Notary Public in and for said County and State, personally appeared FMC Corporation, a Delaware corporation (the "Corporation"), by Thomas C. Deas, Jr., its Vice President & Treasurer, who acknowledged that he/she signed the foregoing Memorandum of Lease and that the same is his/her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Philadelphia, Pennsylvania, this 6th day of August, 2012.

Agnes F. Shafie
Notary Public

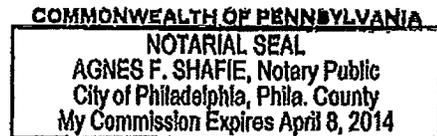


EXHIBIT A

<u>DESCRIPTION</u>	<u>RAILCAR MARKINGS</u>
(67) RAILROAD TANKCARS	FMLX2000
	FMLX2058
	FMLX2001
	FMLX2060
	FMLX2002
	FMLX2061
	FMLX2003
	FMLX2062
	FMLX2004
	FMLX2063
	FMLX2016
	FMLX2065
	FMLX2021
	FMLX2066
	FMLX2026
	FMLX2068
	FMLX2053
	FMLX2069
	FMLX2054
	FMLX2070
	FMLX2081
	FMLX2071
	FMLX2083
	FMLX2072
	FMLX2084
	FMLX2077
	FMLX2085
	FMLX2080
	FMLX2086
	FMLX2089
	FMLX2082
	FMLX2091
	FMLX2012
	FMLX2092
	FMLX2011
	FMLX2093
	FMLX2015
	FMLX2094
	FMLX2017
	FMLX2095
	FMLX2018
	FMLX2097
	FMLX2020
	FMLX2098
	FMLX2022
	FMLX2023
	FMLX2024
	FMLX2025
	FMLX2028
	FMLX2029
	FMLX2033
	FMLX2037
	FMLX2038
	FMLX2039
	FMLX2041
	FMLX2042
	FMLX2043
	FMLX2044
	FMLX2046
	FMLX2048
	FMLX2049
	FMLX2050
	FMLX2051
	FMLX2052
	FMLX2055
	FMLX2056
	FMLX2057

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/31/12

Edward M Luria
Edward M. Luria