

RECORDATION NO 30569

FILED

December 21, 2012 02:45 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 21, 2012

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

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 Agreement, dated as of December 21, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Tank Car, Inc.  
2525 Stemmons Freeway  
Dallas, TX 75207

[Lessee: International Chemical Company  
2628-48 North Mascher St.  
Philadelphia, PA 19133]

Chief of the Section of Administration  
December 21, 2012  
Page 2

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

25 tank railcars: TILX 136345 – TILX 136369.

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

Memorandum of Lease Agreement.

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement made and entered into on December 21, 2012 by Trinity Tank Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

**WITNESSETH:**

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and International Chemical Company, an Oklahoma corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated April 10, 2003, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Eight (8) to Railroad Car Lease Agreement, effective September 21, 2011 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY TANK CAR, INC.

By: 

Name: Eric R. Marchetto

Title: Executive Vice President and  
Chief Financial Officer

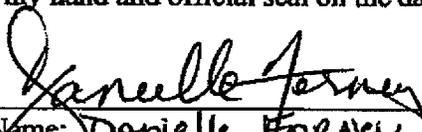
Executed on this 19<sup>th</sup> day of December, 2012

[Memorandum of Lease Agreement]

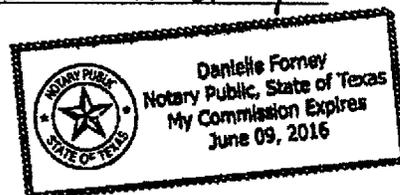
STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 14th day of December 2012, before a Notary Public in an for said County and State, personally appeared Eric R. Marchetto, who being by me duly sworn, says that he is the E.V.P. and C.F.O. of Trinity Tank Car, Inc., that said instrument was signed on December 19, 2012 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Danielle Forney  
Notary Public

My Commission Expires: 6/9/16  
Residing in Cedar Hill TX



**EXHIBIT A**

**Equipment:** 13,818 nominal gallon capacity, DOT 111A100W1  
insulated and exterior coiled railroad tank cars

**Quantity:** Twenty-five (25)

**Road Numbers:** TILX 136345 through TILX 136369, inclusive

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: 12/21/12

Edward M Luria  
Edward M. Luria