

RECORDATION NO. 26643-A FILED

NOV 17 10 -3 15 PM

Surface Transportation Board

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

November 15, 2010

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 October 20, 2010, 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 26643.

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

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

Lessee: Gulf Chemical and Metallurgical Corporation
302 Midway Road
Freeport, TX 77542

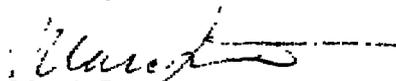
A description of the railroad equipment covered by the enclosed document is for nine (9) gondola cars having FURX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$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 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

(GUCH006)

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ASSGN. NO.: GUCH006

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Gulf Chemical & Metallurgical Corporation ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 20, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 20, 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

By: [Signature]

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & Mkt

Name: K.A. Dambrowski

Title:

Title: DIRECTOR OF DOCUMENTATION Executed on this 1st day of November, 2010.

[CORPORATE SEAL]

STATE OF

COUNTY OF

I, Susan Grokulska, 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 1st day of November 2010.

Notary Public

My Commission Expires:
8-14-2010



(Notary Public)

LESSEE:

GULF CHEMICAL & METALLURGICAL CORPORATION

ATTEST:

By: Allen R. Orr

Name: Allen R. Orr

By:

Title: Vice President of Sales

Name:

Title:

Executed on this 20th day of October, 2010.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Brazoria

I, Barbara M. Ellis, a Notary Public of the County and State aforesaid, certify that Allen R. Orr 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 21st day of October, 2010.

Commission Expires:

09/28/2012

(Notary Public)



Barbara M. Ellis
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nine (9)

DESCRIPTION OF CARS: 52' 6" gondola cars with 5 1/2' sides, 2494 cu. ft. capacity, loading to 286,000 GWR. (AAR Car Type: E534).

CAR NUMBERS:

FURX 320287
FURX 320355
FURX 320385
FURX 320394
FURX 321604
FURX 321991
FURX 322206
FURX 322210
FURX 322232