

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 2nd DAY AIR

August 25, 2011

RECORDATION NO. 25304-B **FILED**

AUG 23 '11 -2 2 4 PM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

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 August 9, 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 25304.

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: American Colloid Company
A Division of Amcol International Corp.
2870 Forbs Avenue
Hoffman Estates, IL 60192

A description of the railroad equipment covered by the enclosed document is for eleven (11) hopper cars having NAHX marks to be remarked to FURX marks (see Exhibit A for specific 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 Rail Documentation Specialist

Enclosures

(ACOL005)

ASSGN. NO.: ACOL005

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Colloid Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 30, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2011, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title:

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 19th day of AUGUST, 2011.

[CORPORATE SEAL]

RECORDATION NO. 25304-B FILED

AUG 29 '11 - 2 24 PM

STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

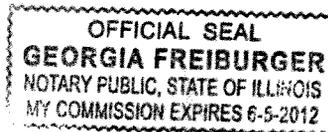
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of August 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

AMERICAN COLLOID COMPANY

ATTEST:

By: [Signature]

Name: JAMES A. KERR

Title: Transportation Manager

By: [Signature]

Name: CHRIS HAVLIV

Title: MANAGER/RAIL TRANSPORTATION Executed on this 11 day of AUGUST, 2011.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Linda Piell, a Notary Public of the County and State aforesaid, certify that James Kerr 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 11th day of August, 2011.

[Signature]
Notary Public

Commission Expires:
4/5/2014
(Notary Public)

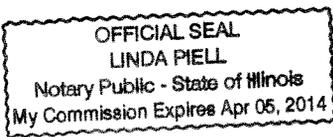


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eleven (11)

DESCRIPTION OF CARS: Covered hopper cars

CAR NUMBERS: Cars to be remarked from NAHX to FURX per conversion list below.

OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
NAHX	550760	FURX	893888
NAHX	550766	FURX	893894
NAHX	550768	FURX	893895
NAHX	550728	FURX	893867
NAHX	550761*	FURX	893889
NAHX	550762*	FURX	893890
NAHX	550764*	FURX	893892
NAHX	550765*	FURX	893893
NAHX	550769*	FURX	893896
NAHX	550770*	FURX	893897
NAHX	550771*	FURX	893898
Count:	11		

*Cars not yet remarked