

RECORDATION NO. 28030-C FILED

SEP 20 11 -1 41 PM

SURFACE TRANSPORTATION BOARD

# 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 2<sup>nd</sup> DAY AIR**

September 15, 2011

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 September 9, 2011, 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 28030.

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

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Albemarle Corporation Baton Rouge Tower 451 Florida Street Baton Rouge, LA 70801</p>
---	---

A description of the railroad equipment covered by the enclosed document is for four (4) hopper cars having 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

(A1 C0007)

SEP 20 11 4:43 PM

ASSGN NO AICO007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Albemarle Corporation ("Lessee"), a Louisiana corporation

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 13, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 26, 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

Name

Title

[Signature]  
John J. Thomas  
President

ATTEST

By

Name

Title

[Signature]  
K.A. Dombrowski  
Director of Documentation

Executed on this 9th day of September, 2011

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

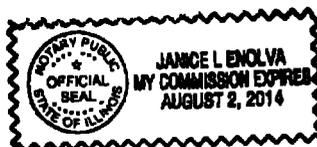
I, JANICE L. ENOLVA, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 9th day of September, 2011

[Signature]  
Notary Public

My Commission Expires

8-2-2014  
(Notary Public)



**LESSEE:**

ALBEMARLE CORPORATION

ATTEST

By [Signature]  
Name Wendell Johnson

Title SR Logistics Specialist

By [Signature]  
Name B.V. Davenport  
Title Logistics Manager

Executed on this 31 day of Aug, 2011

[CORPORATE SEAL]

STATE OF LA

COUNTY OF East Baton Rouge

I, Margaret Wendt, a Notary Public of the County and State aforesaid, certify that Wendell Johnson 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 31 day of August, 2011

[Signature]  
Notary Public

Commission Expires

\_\_\_\_\_  
(Notary Public)

**Margaret W. Wendt**  
**La. Notary Public ID #54241**  
**Lifetime Commission**

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS	Four (4)
DESCRIPTION OF CARS	Covered Hoppers
CAR NUMBERS	EURX 894072 EURX 894073 EURX 894074 EURX 894077