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**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
URBAN A. LESTER

December 28, 2011

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

Dear Ms. Brown:

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 28, 2011, 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: Trinity Rail Leasing Warehouse Trust  
2525 Stemmons Freeway  
Dallas, Texas 75207

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

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

16 railcars: TILX 135970 - TILX 135985.

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 \$41.00 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/bhs  
Enclosures

RECORDATION NO. 30041 FILED

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**MEMORANDUM OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement made and entered into on December ~~28~~ 29, 2011 by Trinity Rail Leasing Warehouse Trust (successor in interest to Trinity Rail Leasing Trust II), a Delaware statutory trust (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 as of 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 Four (4) to Railroad Car Lease Agreement, effective December 15, 2010 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 RAIL LEASING  
WAREHOUSE TRUST**

By:   
Name: Javed Richardson  
Title: Secretary

Executed on this 27<sup>th</sup> day of December, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 27<sup>th</sup> day of December 2011, before a Notary Public in an for said County and State, personally appeared Jared Richardson, who being by me duly sworn, says that he is the Secretary of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on December 27, 2011 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.

Mary E. Koftan  
Name: Mary E. Koftan  
Notary Public

My Commission Expires: March 7, 2013  
Residing in Tarrant County



[Memorandum of Lease Agreement]

**EXHIBIT A**

**Equipment:** 13,818 nominal gallon capacity, DOT 111A100W1 insulated and exterior coiled railroad tank cars equipped with 2" x 1" top unloading arrangement

**Quantity:** Sixteen (16)

**Road Numbers:** See attached Exhibit B

**EXHIBIT B**

<b><u>ROAD NUMBERS</u></b>	<b><u>LESSEE</u></b>	<b><u>RIDER NUMBER</u></b>
TILX135970	INTERNATIONAL CHEMICAL CO	4
TILX135971	INTERNATIONAL CHEMICAL CO	4
TILX135972	INTERNATIONAL CHEMICAL CO	4
TILX135973	INTERNATIONAL CHEMICAL CO	4
TILX135974	INTERNATIONAL CHEMICAL CO	4
TILX135975	INTERNATIONAL CHEMICAL CO	4
TILX135976	INTERNATIONAL CHEMICAL CO	4
TILX135977	INTERNATIONAL CHEMICAL CO	4
TILX135978	INTERNATIONAL CHEMICAL CO	4
TILX135979	INTERNATIONAL CHEMICAL CO	4
TILX135980	INTERNATIONAL CHEMICAL CO	4
TILX135981	INTERNATIONAL CHEMICAL CO	4
TILX135982	INTERNATIONAL CHEMICAL CO	4
TILX135983	INTERNATIONAL CHEMICAL CO	4
TILX135984	INTERNATIONAL CHEMICAL CO	4
TILX135985	INTERNATIONAL CHEMICAL CO	4

**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. 12-28-11

Edward M Luria  
Edward M. Luria