

JAN 13 '12 -9 47 AM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

January 12, 2012

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 November 29, 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:

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

A description of the railroad equipment covered by the enclosed document is for six (6) 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

(ALCO008)

JAN 18 '12 -9 47 AM

ASSGN. NO.: ALCO008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *th*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29 day of November, 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. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 29, 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

ATTEST:

By: [Signature]

Name: JOHN J. THOMAS  
PRESIDENT

By: Susan Grokulsky Title: \_\_\_\_\_

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION Executed on this 29<sup>th</sup> day of November, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

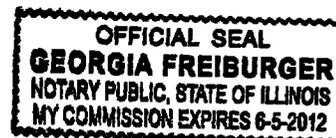
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29<sup>th</sup> day of November, 2011.

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

ALBEMARLE CORPORATION

ATTEST:

By: [Signature]  
Name: Jedd Johnson

By: B.K. Davenport Title: SR Logistics Specialist

Name: B.K. DAVENPORT

Title: Logistics Manager

Executed on this 22<sup>nd</sup> day of Nov, 2011.

[CORPORATE SEAL]

STATE OF Louisiana

COUNTY OF East Baton Rouge

I, Margaret W Wendt, a Notary Public of the County and State aforesaid, certify that Jedd 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 22 day of November, 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: Six (6)

DESCRIPTION OF CARS: Pressure differential Covered Hopper Cars

CAR NUMBERS:

FURX	893419
FURX	893841
FURX	894002
FURX	894036
FURX	894067
FURX	894409