

JUN 07 '12 -4 08 PM

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

June 5, 2012

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 May 29, 2012, 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 29818.

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

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

Lessee: OCI Chemical Corporation  
Five Concourse Parkway  
Suite 2500  
Atlanta, GA 30328

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars having NDYX 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 Rail Documentation Specialist

Enclosures

(OCCH003)

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ASSGN. NO.: OCCH003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29<sup>th</sup> day of May, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and OCI Chemical Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 15, 2012, 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 & MARKET...

Title: \_\_\_\_\_

ATTEST:

By: K.A. Dumbrowski

Name: K.A. DUMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 29<sup>th</sup> day of May, 2012

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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 29<sup>th</sup> day of May, 2012

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

OCI CHEMICAL CORPORATION

ATTEST:

By: Richard Kalber

Name: Richard Kalber

Title: Manager, Purchasing & Logistics

By: Brandon M Huff

Name: BRANDAN HUFF

Title: MANAGER - LOGISTICS

Executed on this 22 day of May, 2012.

[CORPORATE SEAL]

STATE OF GEORGIA

COUNTY OF FULTON

I, CAROLYN BENKOWITZ, a Notary Public of the County and State aforesaid, certify that RICHARD KALBER 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 MAY, 2012.

Carolyn F Benkowitz  
Notary Public

Commission Expires:

~~Notary Public, Cobb County, Georgia  
My Commission Expires Oct. 19, 2012~~

**EXHIBIT A**  
**To**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Fifty (50)

**DESCRIPTION OF CARS:** Covered Hopper Cars

**CAR NUMBERS:**

1	NDYX	840150	26	NDYX	841499
2	NDYX	840172	27	NDYX	841515
3	NDYX	840191	28	NDYX	841526
4	NDYX	840205	29	NDYX	841534
5	NDYX	840209	30	NDYX	841563
6	NDYX	840226	31	NDYX	841567
7	NDYX	840234	32	NDYX	841577
8	NDYX	840502	33	NDYX	841617
9	NDYX	840503	34	NDYX	841621
10	NDYX	840883	35	NDYX	841629
11	NDYX	840889	36	NDYX	841663
12	NDYX	840907	37	NDYX	842680
13	NDYX	840957	38	NDYX	842698
14	NDYX	840964	39	NDYX	842708
15	NDYX	841026	40	NDYX	843002
16	NDYX	841038	41	NDYX	843006
17	NDYX	841051	42	NDYX	843018
18	NDYX	841107	43	NDYX	843020
19	NDYX	841168	44	NDYX	843021
20	NDYX	841204	45	NDYX	843022
21	NDYX	841211	46	NDYX	843032
22	NDYX	841223	47	NDYX	843108
23	NDYX	841405	48	NDYX	843148
24	NDYX	841413	49	NDYX	843622
25	NDYX	841498	50	NDYX	843635