

RECORDATION NO. 29818-B FILED

JUN 07 '12 -4 14 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 2nd 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

(OCCH004)

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ASSGN. NO.: OCCH004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 10, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

By: K.A. Dombrowski

Title: _____

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 29th day of May, 2012

[CORPORATE SEAL]

STATE OF ILLINOIS

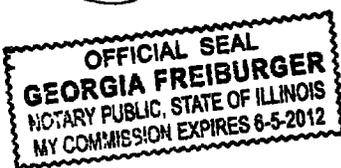
COUNTY OF COOK

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 29th 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: Brand 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 F 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	840184	18	NDYX	841524	35	NDYX	842675
2	NDYX	840269	19	NDYX	841536	36	NDYX	842694
3	NDYX	840301	20	NDYX	841538	37	NDYX	843009
4	NDYX	840526	21	NDYX	841544	38	NDYX	843031
5	NDYX	840529	22	NDYX	841559	39	NDYX	843042
6	NDYX	840549	23	NDYX	841576	40	NDYX	843045
7	NDYX	840556	24	NDYX	841604	41	NDYX	843046
8	NDYX	841125	25	NDYX	841610	42	NDYX	843049
9	NDYX	841221	26	NDYX	841622	43	NDYX	843050
10	NDYX	841227	27	NDYX	841658	44	NDYX	843123
11	NDYX	841249	28	NDYX	841667	45	NDYX	843581
12	NDYX	841258	29	NDYX	841671	46	NDYX	843606
13	NDYX	841306	30	NDYX	841674	47	NDYX	843626
14	NDYX	841368	31	NDYX	841825	48	NDYX	843645
15	NDYX	841458	32	NDYX	841844	49	NDYX	843650
16	NDYX	841466	33	NDYX	842662	50	NDYX	843690
17	NDYX	841494	34	NDYX	842667			