RECORDATION NO 30271 FILED
June 29, 2012 02:20 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

June 29, 2012

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

Section Chief:

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 June 29, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Tank Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

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

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

50 tank railcars: TILX 136295 – TILX 136344.

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/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on June 29, 2012 by Trinity Tank Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "**Lessor**").

W I T N E S S E T H:

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 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 Seven (7) to Railroad Car Lease Agreement, effective September 21, 2011 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.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY TANK CAR, INC.

By _____

Name: Eric R. Marchetto

Title: Executive Vice President

Executed on this 26th day of June, 2012

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 26th day of June 2012, before a Notary Public in an for said County and State, personally appeared Eric R. Marchetto, who being by me duly sworn, says that he is the Executive Vice President of Trinity Tank Car, Inc., that said instrument was signed on June 26, 2012 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.

Danielle M. Forney

Name: Danielle M. Forney
Notary Public

DANIELLE MARCHELLE FORNEY
Notary Public, State of Texas
My Commission Expires
June 09, 2016

My Commission Expires:
Residing in 6/9/16

EXHIBIT A

Equipment:	13,818 nominal gallon capacity, DOT 111A100W1 insulated and exterior coiled railroad tank cars
Quantity:	Fifty (50)
Road Numbers:	TILX 136295 through TILX 136344, inclusive

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: 6/29/12

Edward M Luria

Edward M. Luria