

July 24, 2012 03:09 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF

LOUIS E. GITOMER, LLC.

LOUIS E GITOMER  
Lou@lgraillaw.com

600 BALTIMORE AVENUE SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B YASBIN  
Melanie@lgraillaw.com  
410-296-2205

July 24, 2012

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

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of July 11, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Lessee

Solvay Chemical, Inc.  
3333 Richmond Avenue  
Houston, TX 77098

Lessor

Fifth Third Equipment Finance Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Lease Agreement consists of 101 cars marked and numbered SMNX044175, SMNX044199-SMNX044300, inclusive.

Ms. Cynthia T. Brown  
July 24, 2012  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Melanie B. Yasbin  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Melanie@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Solvay Chemical, Inc., 3333 Richmond Avenue, Houston, TX 77098, and Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, covering 101 cars marked and numbered SMNX044175, SMNX044199-SMNX044300, inclusive.

Very Truly Yours,

Melanie B. Yasbin

Enclosure

---

MEMORANDUM OF LEASE AGREEMENT

dated as of July 11, 2012

between

SOLVAY CHEMICALS, INC.,  
as Lessee,

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,  
as Lessor

---

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 11, 2012, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Lessor") and SOLVAY CHEMICALS, INC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of June 22, 2012, and Schedule No. 2 thereto and incorporating the terms thereof, dated as of July 11, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: *Gerald Whitfield*  
Name: \_\_\_\_\_  
Title: Gerald Whitfield, VP

STATE OF OHIO )  
COUNTY OF Hamilton ) ss.

On this 11 day of July, 2012, before me appeared *Gerald Whitfield*, the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

(Seal)  Paula D. McCausen  
Notary Public, State of Ohio  
My Commission Expires 10-13-2013

*Paula D McCausen*  
Notary Public

SOLVAY CHEMICALS, INC

OK

By: [Signature]  
Name: Heather Hajduk  
Title: VP, Finance

STATE OF TEXAS  
COUNTY OF HARRIS } ss

On this 11 day of July, 2012, before me appeared Heather Hajduk the person who signed this instrument, who acknowledged that (s)he is the VP, Finance of SOLVAY CHEMICALS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

[Signature: Marie G. Johansen]  
Notary Public

My commission expires:

3/12/2016



**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

<b><u>Manufacturer</u></b>	<b><u>Model</u></b>	<b><u>Car Number</u></b>
National Steel Car Limited	SMNX	SMNX044175
National Steel Car Limited	SMNX	SMNX044199
National Steel Car Limited	SMNX	SMNX044200
National Steel Car Limited	SMNX	SMNX044203
National Steel Car Limited	SMNX	SMNX044204
National Steel Car Limited	SMNX	SMNX044205
National Steel Car Limited	SMNX	SMNX044206
National Steel Car Limited	SMNX	SMNX044207
National Steel Car Limited	SMNX	SMNX044208
National Steel Car Limited	SMNX	SMNX044209
National Steel Car Limited	SMNX	SMNX044210
National Steel Car Limited	SMNX	SMNX044211
National Steel Car Limited	SMNX	SMNX044212
National Steel Car Limited	SMNX	SMNX044213
National Steel Car Limited	SMNX	SMNX044214
National Steel Car Limited	SMNX	SMNX044215
National Steel Car Limited	SMNX	SMNX044216
National Steel Car Limited	SMNX	SMNX044217
National Steel Car Limited	SMNX	SMNX044218
National Steel Car Limited	SMNX	SMNX044219
National Steel Car Limited	SMNX	SMNX044220
National Steel Car Limited	SMNX	SMNX044221
National Steel Car Limited	SMNX	SMNX044222
National Steel Car Limited	SMNX	SMNX044223
National Steel Car Limited	SMNX	SMNX044224
National Steel Car Limited	SMNX	SMNX044225
National Steel Car Limited	SMNX	SMNX044226
National Steel Car Limited	SMNX	SMNX044227
National Steel Car Limited	SMNX	SMNX044228
National Steel Car Limited	SMNX	SMNX044229
National Steel Car Limited	SMNX	SMNX044230
National Steel Car Limited	SMNX	SMNX044231
National Steel Car Limited	SMNX	SMNX044232
National Steel Car Limited	SMNX	SMNX044233
National Steel Car Limited	SMNX	SMNX044234
National Steel Car Limited	SMNX	SMNX044235
National Steel Car Limited	SMNX	SMNX044236
National Steel Car Limited	SMNX	SMNX044237
National Steel Car Limited	SMNX	SMNX044238
National Steel Car Limited	SMNX	SMNX044239
National Steel Car Limited	SMNX	SMNX044240
National Steel Car Limited	SMNX	SMNX044241
National Steel Car Limited	SMNX	SMNX044242
National Steel Car Limited	SMNX	SMNX044243
National Steel Car Limited	SMNX	SMNX044244
National Steel Car Limited	SMNX	SMNX044245



National Steel Car Limited	SMNX	SMNX044293
National Steel Car Limited	SMNX	SMNX044294
National Steel Car Limited	SMNX	SMNX044295
National Steel Car Limited	SMNX	SMNX044296
National Steel Car Limited	SMNX	SMNX044297
National Steel Car Limited	SMNX	SMNX044298
National Steel Car Limited	SMNX	SMNX044299
National Steel Car Limited	SMNX	SMNX044300

July 24, 2012 03:09 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgrailaw.com

600 BALTIMORE AVENUE SUITE 301  
TOWSON MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B. YASBIN  
Melanie@lgrailaw.com  
410-296-2205

July 24, 2012

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

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of July 11, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Lessee:

Solvay Chemical, Inc  
3333 Richmond Avenue  
Houston, TX 77098

Lessor:

Fifth Third Equipment Finance Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Lease Agreement consists of 101 cars marked and numbered SMNX044175, SMNX044199-SMNX044300, inclusive.

Ms. Cynthia T Brown  
July 24, 2012  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to

Melanie B. Yasbin  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Melanie@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Solvay Chemical, Inc., 3333 Richmond Avenue, Houston, TX 77098, and Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, covering 101 cars marked and numbered SMNX044175, SMNX044199-SMNX044300, inclusive.

Very Truly Yours,

Melanie B. Yasbin

Enclosure

---

**MEMORANDUM OF LEASE AGREEMENT**

**dated as of July 11, 2012**

**between**

**SOLVAY CHEMICALS, INC.,  
as Lessee,**

**and**

**FIFTH THIRD EQUIPMENT FINANCE COMPANY,  
as Lessor**

---

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 11, 2012, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Lessor") and SOLVAY CHEMICALS, INC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of June 22, 2012, and Schedule No. 2 thereto and incorporating the terms thereof, dated as of July 11, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: *Gerald Whitfield*  
Name: \_\_\_\_\_  
Title: Gerald Whitfield, VP

STATE OF OHIO )  
COUNTY OF Hamilton ) ss.

On this 11 day of July, 2012, before me appeared *Gerald Whitfield*, the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Paula D. McQueen  
Notary Public, State of Ohio  
My Commission Expires 10-13-2013

*Paula D McQueen*  
Notary Public

SOLVAY CHEMICALS, INC

ME

By: [Signature]  
Name: Heather Hajduk  
Title: VP, Finance

STATE OF TEXAS  
COUNTY OF HARRIS ) ss.

On this 11 day of July, 2012, before me appeared Heather Hajduk the person who signed this instrument, who acknowledged that (s)he is the VP, Finance of SOLVAY CHEMICALS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation

[Seal]

[Signature: Marie G. Johansen]  
Notary Public

My commission expires:  
3/12/2016



**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

<u>Manufacturer</u>	<u>Model</u>	<u>Car Number</u>
National Steel Car Limited	SMNX	SMNX044175
National Steel Car Limited	SMNX	SMNX044199
National Steel Car Limited	SMNX	SMNX044200
National Steel Car Limited	SMNX	SMNX044203
National Steel Car Limited	SMNX	SMNX044204
National Steel Car Limited	SMNX	SMNX044205
National Steel Car Limited	SMNX	SMNX044206
National Steel Car Limited	SMNX	SMNX044207
National Steel Car Limited	SMNX	SMNX044208
National Steel Car Limited	SMNX	SMNX044209
National Steel Car Limited	SMNX	SMNX044210
National Steel Car Limited	SMNX	SMNX044211
National Steel Car Limited	SMNX	SMNX044212
National Steel Car Limited	SMNX	SMNX044213
National Steel Car Limited	SMNX	SMNX044214
National Steel Car Limited	SMNX	SMNX044215
National Steel Car Limited	SMNX	SMNX044216
National Steel Car Limited	SMNX	SMNX044217
National Steel Car Limited	SMNX	SMNX044218
National Steel Car Limited	SMNX	SMNX044219
National Steel Car Limited	SMNX	SMNX044220
National Steel Car Limited	SMNX	SMNX044221
National Steel Car Limited	SMNX	SMNX044222
National Steel Car Limited	SMNX	SMNX044223
National Steel Car Limited	SMNX	SMNX044224
National Steel Car Limited	SMNX	SMNX044225
National Steel Car Limited	SMNX	SMNX044226
National Steel Car Limited	SMNX	SMNX044227
National Steel Car Limited	SMNX	SMNX044228
National Steel Car Limited	SMNX	SMNX044229
National Steel Car Limited	SMNX	SMNX044230
National Steel Car Limited	SMNX	SMNX044231
National Steel Car Limited	SMNX	SMNX044232
National Steel Car Limited	SMNX	SMNX044233
National Steel Car Limited	SMNX	SMNX044234
National Steel Car Limited	SMNX	SMNX044235
National Steel Car Limited	SMNX	SMNX044236
National Steel Car Limited	SMNX	SMNX044237
National Steel Car Limited	SMNX	SMNX044238
National Steel Car Limited	SMNX	SMNX044239
National Steel Car Limited	SMNX	SMNX044240
National Steel Car Limited	SMNX	SMNX044241
National Steel Car Limited	SMNX	SMNX044242
National Steel Car Limited	SMNX	SMNX044243
National Steel Car Limited	SMNX	SMNX044244
National Steel Car Limited	SMNX	SMNX044245



National Steel Car Limited	SMNX	SMNX044293
National Steel Car Limited	SMNX	SMNX044294
National Steel Car Limited	SMNX	SMNX044295
National Steel Car Limited	SMNX	SMNX044296
National Steel Car Limited	SMNX	SMNX044297
National Steel Car Limited	SMNX	SMNX044298
National Steel Car Limited	SMNX	SMNX044299
National Steel Car Limited	SMNX	SMNX044300