

RECORDATION NO. 28030-E FILED

OCT 12 '12 -1 20 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

October 11, 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 one (1) original and two (2) copies of a Memorandum of Lease Agreement dated June 28, 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 28030.

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

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

Lessee: Albemarle Corporation
Baton Rouge Tower
451 Florida Street
Baton Rouge, LA 70801

A description of the railroad equipment covered by the enclosed document is for four (4) 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 \$42.00 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

(ALCO009)

OCT 12 '12 -1 20 PM

ASSGN. NO.: ALCO009

MEMORANDUM OF LEASE

~~SHUTTLE TRANSPORTATION~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28 day of JUNE, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Aluëmarle 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. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 13, 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: (K)

By: Richard F. Seymour

Name: RICHARD E. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Georgia Treiburber
Name: GEORGIA TREIBURBER

Title: MGR. OF DOCUMENTATION Executed on this 13th day of July, 2012

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva, 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 13th day of July, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:
8-2-2014
(Notary Public)



LESSEE:

ALBEMARLE CORPORATION

ATTEST:

By: Jedd Johnson

Name: Jedd Johnson

Title: Sr Logistic Specialist

By: Brian Davenport

Name: Brian Davenport

Title: Logistics Manager

Executed on this 3rd day of July, 2012.

[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 3 day of July, 2012

Margaret W. Wendt

Notary Public

Margaret W. Wendt

La. Notary Public ID #54241

Lifetime Commission

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

FURX	857027
FURX	857035
FURX	857092
FURX	857110