

RECORDATION NO. 28030-F FILED
OCT 22 '12 -10 31 AM
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 18, 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 4, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Albemarle Corporation Baton Rouge Tower 451 Florida Street Baton Rouge, LA 70801</p>
---	---

A description of the railroad equipment covered by the enclosed document is for seven (7) 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

(ALCO012)

OCT 22 '12 -10 31 AM

ASSGN. NO.: ALCO012

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of September, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Albemarle 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. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 4, 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: [Signature]

Name: JOHN J THOMAS
Title: PRESIDENT

ATTEST:

By: [Signature]
Name: GEORGIA FREIBURGER
Title: MGR OF DOCUMENTATION

Executed on this 4th day of September, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas 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 4th day of September, 2012.

[Signature]
Notary Public

My Commission Expires:

8-2-2014
(Notary Public)



LESSEE:

ALBEMARLE CORPORATION

ATTEST:

By: Judd Johnson

Name: Judd Johnson

Title: SR Logistics Specialist

By: Sarah Marshik

Name: Sarah Marshik

Title: Corporate Administrator Executed on this 20 day of Aug, 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 Judd 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 20 day of August, 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: Seven (7)

DESCRIPTION OF CARS: Pressure differential Covered Hopper Cars

CAR NUMBERS:

- FURX 892010
- FURX 892014
- FURX 892016
- FURX 892017
- FURX 892019
- FURX 892022
- FURX 892027