

RECORDATION NO. 29990-A FILED

JAN 04 73 - 4 17 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

January 3, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W., Suite 100  
Washington, DC 20423-0001

Re: Memorandum of Assignment and Assumption 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 Assignment and Assumption Agreement dated January 1, 2013, 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 on November 16, 2011 under Recordation Number 29990. The names and addresses of the parties to the enclosed document are:

Assignor: Olin Corporation  
490 Stuart Road  
Cleveland, TN 37312

Assignee: Olin Chlor Alkali Logistics, Inc.  
490 Stuart Rd NE  
Cleveland, OH 37312

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

A description of the railroad equipment covered by the enclosed document is for twenty-six (26) tank cars having NATX and FURX marks (see Schedule 1 for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement

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 Documentation Specialist

(OLIN001)

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of January 1, 2013, by and between the OLIN CORPORATION, a Virginia corporation ("Assignor"), and OLIN CHLOR ALKALI LOGISTICS, INC, a Delaware corporation ("Assignee") and FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor").

The parties to this Memorandum hereby acknowledge and confirm the following

A. Assignor entered into that certain Lease Agreement dated November 3, 2011, Rider No 1 executed as of November 8, 2011 between Lessor and Assignor (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease"), covering certain railcars identified on Schedule 1 attached hereto (the "Railcars"). A Memorandum of Lease having been filed with the Surface Transportation on November 16, 2011 under Recordation No 29990.

B. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of January 1, 2013 which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars, whereby Assignor has assigned to Assignee its rights, title, interest, duties and obligations in, under and with respect to the Lease

C. The parties hereto wish to show for public record this Memorandum of Assignment and Assumption Agreement and accordingly have caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first above written

D. This Memorandum of Assignment and Assumption Agreement may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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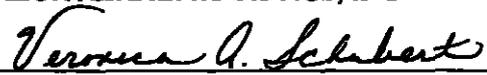
ASSIGNEE:

OLIN CHILOR ALKALI LOGISTICS, INC

By.   
Name: Stephen C. Curley  
Title Vice President & Treasurer

STATE OF Missouri )  
 ) ss.  
COUNTY OF St. Louis )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Missouri this 19<sup>th</sup> day of Dec., 2012 by Stephen C. Curley, as Vice President & Treasurer of OLIN CHILOR ALKALI LOGISTICS, INC

  
Notary Public

My commission expires 08/15/2015

[Notarial Seal]



VERONICA A. SCHUBERT  
My Commission Expires  
August 15, 2015  
St. Louis County  
Commission #11227306

LESSOR:

FIRST UNION RAIL CORPORATION

By: 

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**JOHN J. THOMAS  
PRESIDENT**

STATE OF ILLINOIS        )  
  ) ss:  
COUNTY OF COOK        )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 24<sup>th</sup> day of December 2012 by JOHN J. THOMAS, as PRESIDENT of FIRST UNION RAIL CORPORATION.

  
Notary Public

My commission expires 8-14-16

[Notarial Seal]



SCHEDULE 1

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS Tank Cars

CAR NUMBERS: NATX marked cars to be remarked to FURX marks/numbers per conversion list below

CAR COUNT	CURRENT CAR MARK	CURRENT CAR NO.	NEW CAR MARK	NEW CAR NO.
1			FURX	116505
2			FURX	116510
3			FURX	116513
4			FURX	116515
5			FURX	116518
6			FURX	116519
7			FURX	116522
8			FURX	116523
9			FURX	116524
10			FURX	116526
11			FURX	116527
12			FURX	116528
13			FURX	116532
14			FURX	116533
15			FURX	116534
16			FURX	116536
17			FURX	116538
18			FURX	116541
19	NATX	017249	FURX	116508
20	NATX	017250	FURX	116509
21	NATX	017261	FURX	116516
22	NATX	017269	FURX	116520
23	NATX	017272	FURX	116521
24	NATX	017293	FURX	116529
25	NATX	017441	FURX	116544
26	NATX	017444	FURX	116545