

RECORDATION NO 30606

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

January 9, 2013

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

Dear 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, dated as of November 30, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: RBS Asset Finance, Inc.  
480 Jefferson Blvd.  
Warwick, Rhode Island 02886

Lessee: FMC Corporation  
1735 Market St  
Philadelphia, Pennsylvania 19103

Chief  
Section of Administration  
January 9, 2013  
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A description of the railroad equipment covered by the enclosed document is:

2 railcars: FMLX 2147 and FMLX 2149.

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of November 30, 2012, by and between RBS Asset Finance, Inc., a New York corporation having a place of business at 480 Jefferson Blvd., Mail Stop RJE-150, Warwick, RI 02886 ("Lessor") and FMC CORPORATION, an Delaware corporation having its principal place of business at 1735 Market Street, Philadelphia, PA 19103 ("Lessee").

1. Lessor intends to purchase and lease to Lessee aluminum tank Railcars, in each case bearing the identification marks set forth on the attached Exhibit A (collectively, the "Railcars").

2. Lessor and Lessee intend to enter into one (1) separate Equipment Schedules, each issued pursuant to a Master Rail Lease Agreement having an effective date of November 20, 2008. Pursuant to each such Equipment Schedule, Lessor will lease the Railcars to Lessee for an initial term of 120 months commencing as of the Delivery Date for the Railcars described therein (as such term is defined in the Master Rail Lease Agreement).

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Lessor: RBS ASSET FINANCE, INC.

Lessee: FMC CORPORATION

By: 

By: 

Name: NANCY L. ANOUSHIAN  
ASSISTANT VICE-PRESIDENT

Name: THOMAS C. DEAS, JR.

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

Title: VICE PRESIDENT & TREASURER

State of Pennsylvania  
City of Philadelphia ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared FMC Corporation, a Delaware corporation (the "Corporation"), by Thomas C. Deas, Jr., its Vice President & Treasurer, who acknowledged that he/she signed the foregoing Memorandum of Lease and that the same is his/her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at FMC Corporation, this 26<sup>th</sup> day of December, 2012.

Agnes F. Shafie  
Notary Public

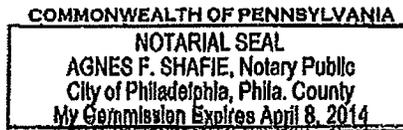




EXHIBIT A

DESCRIPTION

RAILCAR MARKINGS

(2) RAILROAD HOPPER CARS

FMLX 2149

FMLX 2147

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: 1/2/13

Edward M Luria  
Edward M. Luria