

RECORDATION NO. 30640 FILED

FEB 08 '13 -1 30 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

February 7, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

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 September 13, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Imerys Talc America, Inc.
100 Mansell Court East
Suite 300
Roswell, GA 30076

A description of the railroad equipment covered by the enclosed document is for twenty-six (26) hopper cars; having FURX, GMRC, NAHX and NDYX marks. Cars marked GMRC and NAHX will be remarked to NDYX (see Exhibit A for 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

Enclosure
(IMTA001)

ASSGN. NO.: IMTA001

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MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of September, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Imerys Talc America, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 28 2012 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 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: Richard F. Seymour

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

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 13th 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 Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

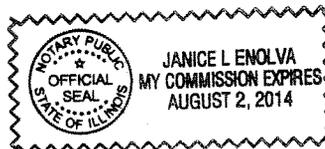
WITNESS my hand and official stamp or seal, this 13th day of September, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

IMERY'S TALC AMERICA, INC.

ATTEST:

By: Brian Hanrahan

Name: Brian Hanrahan

Title: Vice President

"SEAL"

By: Kristin Vandevort

Name: Kristin Vandevort

Title: Administrative Assistant

Executed on this 28 day of September 2012.

[CORPORATE SEAL]

~~STATE OF _____~~

~~COUNTY OF _____~~

~~I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 _____ day of _____, _____.~~

Notary Public

Commission Expires:

(Notary Public)

Please see the attached acknowledgment

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California

County of Santa Clara }

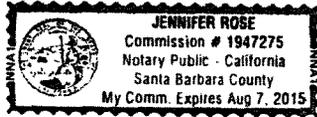
On 9/28/2012 before me, Jennifer Rose, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Brian Hanrahan
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal Above

Signature: Jennifer Rose
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of lease

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

Corporate Officer — Title(s): _____ Corporate Officer — Title(s): _____

Individual Individual

Partner — Limited General Partner — Limited General

Attorney in Fact Attorney in Fact

Trustee Trustee

Guardian or Conservator Guardian or Conservator

Other: _____ Other: _____

Signer Is Representing: _____ Signer Is Representing: _____

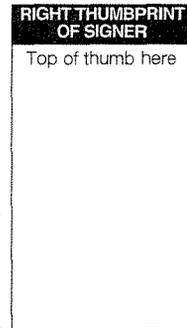
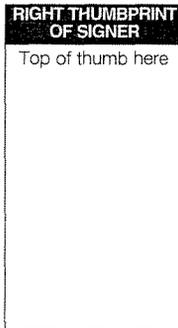


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS: GMRC and NAHX marks to be remarked per conversion list below:

**CONVERSION
LIST**

CAR COUNT	CURRENT CAR MARK	CURRENT CAR NO.	NEW CAR MARK	NEW CAR NO.
1	FURX	893811		
2	FURX	893813		
3	FURX	893983		
4	FURX	894003		
5	FURX	894087		
6	FURX	894107		
7	FURX	894125		
8	FURX	894127		
9	FURX	894132		
10	FURX	894135		
11	FURX	894500		
12	FURX	894501		
13	FURX	894502		
14	FURX	894506		
15	FURX	894508		
16	FURX	894509		
17	FURX	894510		
18	GMRC	551403	NDYX	894129
19	NAHX	550106	NDYX	893421
20	NAHX	551579	NDYX	894215
21	NAHX	551580	NDYX	894216
22	NAHX	560003	NDYX	894503
23	NAHX	560004	NDYX	894504
24	NAHX	560005	NDYX	894505
25	NAHX	560007	NDYX	894507
26	NDYX	893431		