

APR 22 '13 -11 29 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 Federal Express*

April 17, 2013

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 April 11, 2013, 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 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Tronox LLC  
123 Robert S Kerr Ave  
Oklahoma City, OK 73102

A description of the railroad equipment covered by the enclosed document is for four (4) tank cars; having FURX marks (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 Documentation Specialist

Enclosure

(TRLL003)

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ASSGN. NO.: TRLL003

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~ 11<sup>th</sup>

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11<sup>th</sup> day of April, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tronox LLC ("Lessee"), a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 11, 2013, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 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: K.A. Dmowski

Name: K.A. Dmowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 11<sup>th</sup> day of April, 2013.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

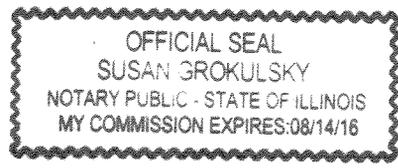
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of April, 2013

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2014  
(Notary Public)



**LESSEE:**

TRONOX LLC

ATTEST:

By: Orlando Harris

Name: ORLANDO HARRIS

Title: Dv. Global Sales Admin

3/11/2013

By: [Signature]

Name: MATTHEW PAQUIE

Title: VP Assistant General Counsel

Executed on this 11<sup>th</sup> day of March, 2013.

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Oklahoma

I, Irla Brady, a Notary Public of the County and State aforesaid, certify that Orlando Harris 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 11 day of March, 2013.

Irla Brady  
Notary Public

Commission Expires:

12-14-15  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Tank Cars

CAR NUMBERS: \*NATX marked cars to be remarked to  
FURX marks and numbers per below:

<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW</u> <u>CARNUM</u>
FURX	120305		
NATX	075222*	FURX	120306
NATX	075535*	FURX	120313
NATX	075539*	FURX	120314