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April 26, 2013

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

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of April 26, 2013. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

Lessee:

Solvay Chemicals, Inc.  
3333 Richmond Avenue  
Houston, TX 77098

A description of the equipment covered by the Memorandum of Lease Agreement consists of 276 covered hopper cars numbered SMNX 956-1006, inclusive, 1008-1011, inclusive, 1013-1041, inclusive, 1043-1055, inclusive, 1066-1135, inclusive, and 1137-1245, inclusive.

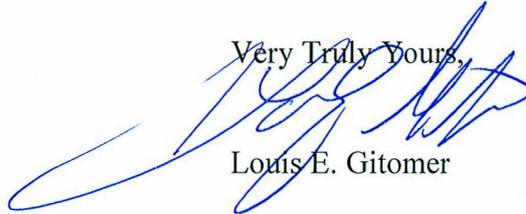
Ms. Cynthia T. Brown  
April 26, 2013  
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and Solvay Chemicals, Inc., 3333 Richmond Avenue, Houston, TX 77098, covering 276 covered hopper cars numbered SMNX 956-1006, inclusive, 1008-1011, inclusive, 1013-1041, inclusive, 1043-1055, inclusive, 1066-1135, inclusive, and 1137-1245, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of April 26, 2013

between

SOLVAY CHEMICALS, INC.,  
as Lessee

and

BB&T EQUIPMENT FINANCE CORPORATION  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on April \_\_, 2013 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 26, 2013, by and between SOLVAY CHEMICALS, INC. ("Lessee") and BB&T EQUIPMENT FINANCE CORPORATION ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All such Railcars are more fully described in that certain Schedule No. 2 dated as of April 26, 2013 and executed pursuant to, and incorporating by reference the terms and conditions of that certain Rail Equipment Net Leasing Agreement dated as of December 31, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

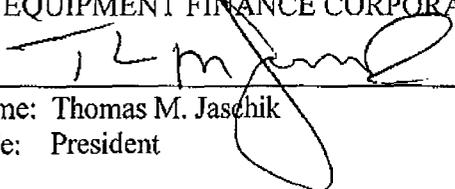
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BB&T EQUIPMENT FINANCE CORPORATION

By:  \_\_\_\_\_

Name: Thomas M. Jaschik  
Title: President

SOLVAY CHEMICALS, INC.

By: \_\_\_\_\_

Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

SOLVAY CHEMICALS, INC.

*ME*

By: *Marchand M. Peters*

Name: Marchand M. Peters

Title: Vice President, Supply Chain

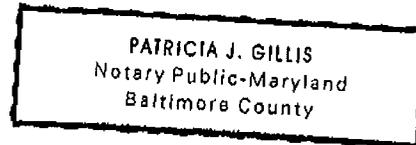
STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of April, 2013, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Thomas M. Jaschik, who acknowledged himself to be the President of BB&T EQUIPMENT FINANCE CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: December 4, 2016.



COUNTY OF TEXAS

CITY OF HARRIS

ON this 26th day of April, 2013, before me, the undersigned Notary Public in and for the State of Texas, personally appeared Marchand M. Peters, who after reading the foregoing instrument, acknowledged to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes and consideration therein expressed as the duly authorized Vice President, Supply Chain of the company by him called as the Vice President, Supply Chain

*Frankoise Valdez Steele*  
Notary Public

01/16/2017

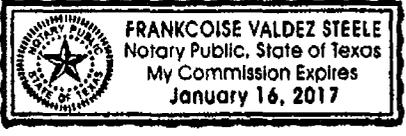


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Two hundred and seventy-six (276) Center Flow® covered hopper railcars of 4,650 cubic foot capacity, initialed SMNX and numbered:

956 through 1006, inclusive

1008 through 1011, inclusive

1013 through 1041, inclusive

1043 through 1055, inclusive

1066 through 1135, inclusive

1137 through 1245, inclusive