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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 e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Supplement No. 3 (Solvay Minerals Equipment Trust 1998), a secondary document, dated as of April 26, 2013. The primary document to which this is connected is recorded under Recordation No. 21408. We request that this document be recorded under Recordation No. 21408-G.

The names and addresses of the parties to the Lease Supplement No. 3 (Solvay Minerals Equipment Trust 1998) are:

Lessor:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee:

Solvay Chemicals, Inc., f/k/a Solvay Minerals, Inc.
3333 Richmond Avenue
Houston, TX 77098

A description of the equipment covered by the termination in Lease Supplement No. 3 (Solvay Minerals Equipment Trust 1998) consists of 179 covered hopper cars numbered SMNX 1066-1135, inclusive, and 1137-1245, inclusive.

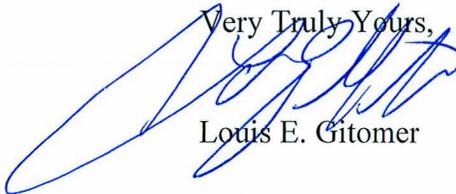
Ms. Cynthia T. Brown
April 26, 2013
Page 2

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_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Lease Supplement No. 3 (Solvay Minerals Equipment Trust 1998) between Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890, and Solvay Chemicals, Inc., f/k/a Solvay Minerals, Inc., 3333 Richmond Avenue, Houston, TX 77098, covering 179 covered hopper cars numbered SMNX 1066-1135, inclusive, and 1137-1245, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**LEASE SUPPLEMENT NO. 3
(Solvay Minerals Equipment Trust 1998)**

THIS LEASE SUPPLEMENT NO. 3 (this "Lease Supplement"), dated April 26, 2013, is entered into between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee ("Lessor") under the Trust Agreement (Solvay Minerals Equipment Trust 1998) dated as of May 1, 1998, between Owner Participant and Wilmington Trust Company in its individual capacity, and SOLVAY CHEMICALS, INC. (formerly known as Solvay Minerals, Inc.), a Delaware corporation ("Lessee").

A. Lessor and Lessee have heretofore entered into the Equipment Lease Agreement dated as of May 1, 1998 (as supplemented and amended to the date hereof, the "Lease"), relating to, among other things, the railcars described in Schedule I to this Lease Supplement (the railcars described on Schedule I attached hereto, collectively the "Purchased Equipment") which constitute all of the railcars subject to the Lease as of the date hereof. Such Equipment Lease Agreement was recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on May 15, 1998 under Recordation No. 21408 and deposited in the Office of the Registrar General of Canada pursuant to Section 105 of The Canada Transportation Act on May 15, 1998.

B. Pursuant to Section 27(a) of the Lease, Lessee has purchased all right, title and interest of Lessor in and to the Purchased Equipment on the date hereof and the parties desire to enter into this Lease Supplement to evidence the termination of the leasing of the Purchased Equipment under the Lease.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of May 1, 1998, among General Electric Capital Corporation, Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, Lessee, and others, as such Schedule X shall have been amended to and including the date hereof.

2. Lessee has purchased on the date hereof all right, title and interest of Lessor in and to the Purchased Equipment pursuant to Section 27(a) of the Lease. Accordingly, Lessor and Lessee agree that effective as of the date hereof:

- (i) the leasing of the Purchased Equipment under the Lease is terminated and the Purchased Equipment is no longer subject to the Lease; and
- (ii) Lessee has no further obligation to pay any Basic Rent with respect to the Purchased Equipment.

3. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

4. THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as trustee
under the Trust Agreement

By: _____

Name:
Title:


Jacqueline E. Solone
Assistant Vice President

SOLVAY CHEMICALS, INC.

By: _____

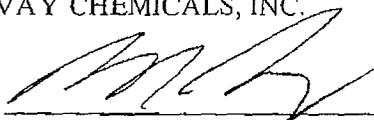
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY.
not in its individual capacity but solely as trustee
under the Trust Agreement

By: _____
Name:
Title:

SOLVAY CHEMICALS, INC.

By:  _____
Name: Michael Lacey
Title: President

SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

On this 24 day of April, 2013, before me personally appeared Jacqueline Sidor
he/she known, who, being by me duly sworn, did depose and say that he/she is the
AVP of WILMINGTON TRUST COMPANY, the trust company described in
and which executed the foregoing instrument; and that he/she signed his/her name thereto by
authority of the Board of Directors of said trust company.

Susanne M. Gula
Notary Public in and for
the State of Delaware

SUSANNE M. GULA
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 11-21-2013

My Commission Expires:

REGISTRAR GENERAL ACKNOWLEDGMENT

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

On this 24 day of April, 2013, before me personally appeared Jacqueline Sidor
to me personally known, being by me duly sworn, says that he/she is the
AVP of WILMINGTON TRUST COMPANY (the "Corporation") and that
the said instrument attached hereto was signed on behalf of the Corporation under the authority
of the Board of Directors of the Corporation, and he/she acknowledged that the execution of the
said instrument was the act and deed of the Corporation.

Susanne M. Gula
Notary Public in and for
the State of Delaware

SUSANNE M. GULA
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 11-21-2013

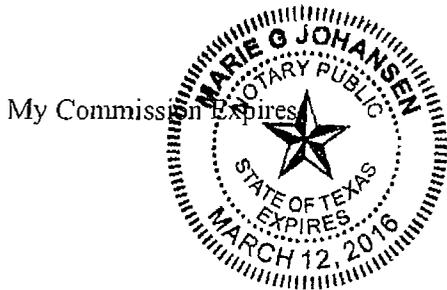
My Commission Expires:

SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT

STATE OF TEXAS)
):
COUNTY OF HARRIS)

On this 25 day of April, 2013, before me personally appeared Michael Lacey, he/she known, who, being by me duly sworn, did depose and say that he/she is the President of SOLVAY CHEMICALS, INC., the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by authority of the Board of Directors of said corporation.

Marie G. Johansen
Notary Public in and for
the State of Texas



REGISTRAR GENERAL ACKNOWLEDGMENT

STATE OF TEXAS)
):
COUNTY OF HARRIS)

On this 25 day of April, 2013, before me personally appeared Michael Lacey, to me personally known, being by me duly sworn, says that he/she is the President of SOLVAY CHEMICALS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the Board of Directors of the Corporation, and he/she acknowledged that the execution of the said instrument was the act and deed of the Corporation.

Marie G. Johansen
Notary Public in and for
the State of Texas



SCHEDULE I
to
LEASE SUPPLEMENT NO. 3
(Solvay Minerals Equipment Trust 1998)

Description of the Purchased Equipment:

One hundred seventy-nine (179) Center Flow® covered hopper railcars of 4,650 cubic foot capacity, initialed SMNX and numbered:

1066 through 1135, inclusive

1137 through 1245, inclusive