

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 23, 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 Railcar Master Net Lease Agreement, dated as of March 1, 2013, 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:	GATX Corporation 222 West Adams Street Chicago, IL 60606
Lessee:	The Lubrizol Corporation 41 Tidal Road Deer Park, TX 77536

Section Chief
September 23, 2013
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A description of the railroad equipment covered by the enclosed document is:

5 insulated tank cars: GATX 5562, GATX 5567, GATX 5569, GATX 5570 and GATX 5573..

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

Memorandum of Railcar Master Net Lease Agreement.

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT is made and entered into as of March 1, 2013, between GATX CORPORATION ("Lessor"), 222 West Adams Street, Chicago, IL 60606-5314, and THE LUBRIZOL CORPORATION ("Lessee"), 41 Tidal Road, Deer Park, TX 77536-0158, with reference to the following:

1. Pursuant to a Railcar Master Net Lease Agreement No. 2371 dated as of March 1, 2013 between Lessor and Lessee, and Supplement No. 1 thereunder (collectively, the "Lease Documents"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the "Railcars").
2. The Lease Documents are effective as of March 1, 2013 and as of such date the Railcars are subject to the lease term and protective security interest as described in the Lease Documents.
3. This Memorandum of Railcar Master Net Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Railcar Master Net Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

GATX CORPORATION,

as Lessor

By: James Zymant
Name: James Zymant
Title: Vice President

THE LUBRIZOL CORPORATION,

as Lessee

By: David Sandate
Name: David Sandate
Title: Logistics Manager

APR 27 2013

STATE OF Texas)
) ss.
COUNTY OF Harris)

On this 24 day of April, before me, Diane Englert, the undersigned Notary Public, personally appeared David Sandate personally known to me to be the person who executed the within instrument as Logistics Manager on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Diane Englert
Notary Public

My commission expires:
5/23/2013

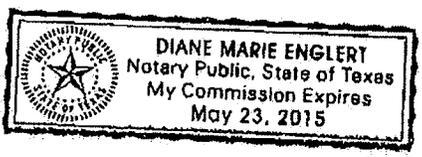


EXHIBIT A
TO MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Supplement No. :

Five 11,000 gallon, 1986-built, 220,000-lb. gross rail load, coiled and insulated tank cars, marked and numbered GATX 5562, GATX 5567, GATX 5569, GATX 5570 & GATX 5573.

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: 9/23/13

Edward M Luria

Edward M. Luria