

REGISTRATION 30640-14

SEP 27 '13 10:32 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

September 26, 2013

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

Re: Memorandum of Lease

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 September 9, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary recordation number 30640. The names and addresses of the parties to the enclosed document are.

Lessor/Manager: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Imerys Talc America, Inc
100 Mansell Court East
Roswell, GA 30076

Owner of cars in Group 2: ATEL Leasing Corporation
600 Montgomery St, 9th Floor
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is for thirty-nine (39) hopper cars, having FURX, NDYX and NOKL 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

Enclosures

(IMTA003)



SEP 27 '13 - 10 32 AM

ASSGN NO · IMTA003

MEMORANDUM OF LEASE

~~SUBJECT TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of September, 2013, by and between First Union Rail Corporation, a North Carolina corporation, (the "Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of the Car listed on Exhibit A in Group 2, and Imerys Talc America, Inc. (the "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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 11, 2013, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Car, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Car in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation

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,
as Lessor of Cars in Group 1, and as Manager for
ATEL Leasing Corporation of Car in Group 2

ATTEST:

By: Susan E Grokulska
Name SUSAN E GROKULSKY
Title ASST. DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name RICHARD F SEYMOUR
Title VICE PRESIDENT SALES & MARKETING
Executed on this 9th day of Sept, 2013.

[CORPORATE SEAL]

STATE OF ILLINOIS

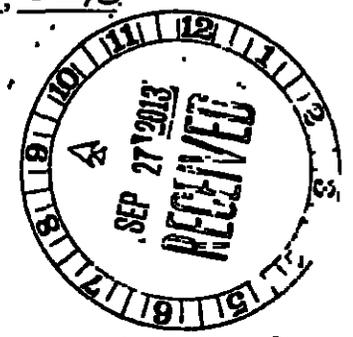
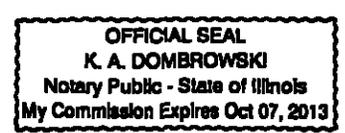
COUNTY OF COOK

I, K.A. Dombrowski, 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 9th day of Sept, 2013.

K.A. Dombrowski
Notary Public

My Commission Expires
10-7-2013
(Notary Public)



LESSEE:

IMERY'S TALC AMERICA, INC.

ATTEST:

By: [Signature]

Name: Thomas G. Flaherty

Title: VP / Manufacturing Mgr

By: [Signature]

Name: Roger S. Williams

Title: IP Counsel

Executed on this 27 day of August, 2013.

[CORPORATE SEAL]

STATE OF GEORGIA

COUNTY OF CHEROKEE

I, Jo M. Jones, a Notary Public of the County and State aforesaid, certify that Thomas G. Flaherty 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 27th day of August, 2013

[Signature]
Notary Public

Commission Expires
09/01/2015
(Notary Public)

JO M JONES
NOTARY PUBLIC
CHEROKEE COUNTY, GEORGIA
MY COMMISSION EXPIRES 9-01-15

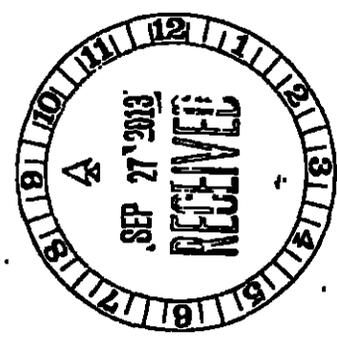


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-nine (39)
DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

Group 1 – Cars owned by First Union Rail Corporation

1	FURX	818583	12	NOKL	822345	23	NOKL	830336
2	FURX	824204	13	NOKL	822822	24	NOKL	830628
3	FURX	824259	14	NOKL	823137	25	NOKL	830752
4	FURX	828525	15	NOKL	824034	26	NOKL	830876
5	FURX	829787	16	NOKL	824337	27	NOKL	832391
6	FURX	830014	17	NOKL	826550	28	NOKL	832623
7	FURX	830380	18	NOKL	826553	29	NOKL	832691
8	NDYX	821974	19	NOKL	827460	30	NOKL	832815
9	NDYX	824406	20	NOKL	827792	31	NOKL	838027
10	NOKL	821704	21	NOKL	827818			
11	NOKL	822160	22	NOKL	827826			

Group 2 – Cars owned by Atel Leasing Corporation

32	NDYX	833936
33	NOKL	816942
34	NOKL	816962
35	NOKL	817003
36	NOKL	817026
37	NOKL	817029
38	NOKL	833940
39	NOKL	833962