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November 23, 2016

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 Lease Supplement and Acceptance Certificate No. 5, dated as of November 18, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease, Lease Supplement and Acceptance Certificate previously filed with the Board under Recordation Number 32324.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Rail Corporation
9377 W. Higgins Rd. Suite 600
Rosemont, IL 60018

Lessee: Sasol Chemicals (USA) LLC
12120 Wickchester Lane
Houston, TX 77079

A description of the equipment covered by the enclosed document is:

55 covered hopper railcars:

GSOX 1569
GSOX 1571
GSOX 1572
GSOX 1573
GSOX 1584
GSOX 1585

GSOX 1587
GSOX 1601
GSOX 1615
GSOX 1618
GSOX 1629
GSOX 1645
GSOX 1648
GSOX 1649
GSOX 1650
GSOX 1651
GSOX 1652
GSOX 1653
GSOX 1654
GSOX 1655
GSOX 1657
GSOX 1658
GSOX 1659
GSOX 1690
GSOX 1692
GSOX 1693
GSOX 1694
GSOX 1702
GSOX 1704
GSOX 1707
GSOX 1710
GSOX 1716
GSOX 1719
GSOX 1726
GSOX 1727
GSOX 1745
GSOX 1746
GSOX 1748
GSOX 1749
GSOX 1761
GSOX 1765
GSOX 1767
GSOX 1769
GSOX 1773
GSOX 1775
GSOX 1777
GSOX 1783
GSOX 1784
GSOX 1785
GSOX 1789

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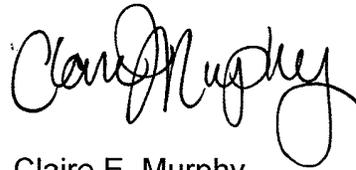
A short summary of the document to appear in the index is:

Memorandum of Lease Supplement and Acceptance Certificate No. 5.

Also enclosed is a check in the amount of \$45.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping initial "C".

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF
LEASE SUPPLMENT AND ACCEPTANCE CERTIFICATE No. 5**

Memorandum of Lease Supplement and Acceptance Certificate No. 5 made and entered into on November 18, 2016 (the “**Memorandum**”) by and between Sasol Chemicals (USA) LLC, a Delaware limited liability company (“**Lessee**”) and Wells Fargo Rail Corporation, a North Carolina corporation (“**Lessor**”). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (as defined below).

WITNESSETH

1. The undersigned have entered into that certain Equipment Lease (the “**Lease**”), dated as of August 19, 2016, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars identified on Exhibit A attached hereto and all additions and alterations thereof, replacements thereof and substitutions thereof (the “**Equipment**”), subject to the term defined in said Lease. Lessor and Lessee shall from time to time enter into Lease Supplements whereby such Equipment should become subject to the Lease.

2. This Memorandum is being recorded with (i) the Surface Transportation Board pursuant in conformity with 49 U.S.C. and (ii) the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

3. The parties hereto are the same parties to said Lease and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

4. The parties hereto acknowledge that said Lease shall be available for inspection by contacting the following party:

Sasol Chemicals (USA) LLC
12120 Wickchester Lane
Houston, Texas 77079-2990
Attn: Commercial Manager, North America

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

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee and accordingly have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date first written above.

Sasol Chemicals (USA) LLC, as Lessee

By: 
Its: president

Sasol Chemicals (USA) LLC
12120 Wickchester Lane
Houston, Texas 77079-2990
Attn: Commercial Manager, North America

Wells Fargo Rail Corporation

By: _____
Its: _____

Wells Fargo Rail Corporation
9377 Higgins Rd., Suite 600
Rosemont, Illinois 60018
Attention: Contract Administrator

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee and accordingly have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date first written above.

Sasol Chemicals (USA) LLC, as Lessee

By: _____
Its: _____

Sasol Chemicals (USA) LLC
12120 Wickchester Lane
Houston, Texas 77079-2990
Attn: Commercial Manager, North America

Wells Fargo Rail Corporation

By: 
Its: Sr. Vice President – Industry Relations

Wells Fargo Rail Corporation
9377 Higgins Rd., Suite 600
Rosemont, Illinois 60018
Attention: Contract Administrator

STATE OF LOUISIANA)
)
COUNTY OF CALCASIEU)
PARISH)

SS:

On this, the 23rd day of Nov 2016, before, a Notary Public in and for said County and State, personally appeared Michael S. Thomas, who being by me duly sworn, says that (s)he is the President of Sasol Chemicals (USA) LLC, that said instrument was signed on Nov 23, 2016 on behalf of said company by authority of its sole member, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Cynthia Comeaux
Name: CYNTHIA COMEAUX
Notary Public 001617
My Commission Expires: 8/13/2018
Residing in JEFF DAVIS PARISH LOUISIANA

STATE OF)
)
COUNTY OF)

SS:

On this, the ____ day of ____ 2016, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of Wells Fargo Rail Corporation that said instrument was signed on _____, 2016 on behalf of said company by authority of its _____, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF)
)
COUNTY OF) SS:

On this, the _____ day of _____ 2016, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Sasol Chemicals (USA) LLC, that said instrument was signed on _____, 2016 on behalf of said company by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

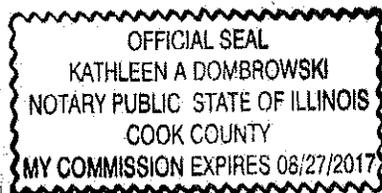
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

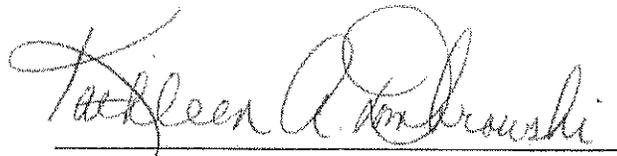
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the 22nd day of November 2016, before me, a Notary Public in and for said County and State, personally appeared Rick Grossman, who being by me duly sworn, says that he is the Sr. Vice President-Industry Relations of Wells Fargo Rail Corporation that said instrument was signed on November 22, 2016 on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.





Name: Kathleen A. Dombrowski
Notary Public
My Commission Expires: 8/27/2017
Residing in Prospect Heights, Illinois

Exhibit A

Equipment: Trinity North American Freight Car, Inc. manufactured 6,241 cubic foot nominal volume capacity covered hopper railroad freight cars

Quantity: 50

Item Numbers: GSOX: 1601, 1615, 1648, 1654, 1655, 1657, 1658, 1659, 1690, 1704, 1707, 1569, 1571, 1572, 1573, 1584, 1585, 1587, 1716, 1719, 1726, 1727, 1745, 1746, 1748, 1749, 1761, 1765, 1767, 1769, 1773, 1775, 1777, 1783, 1784, 1785, 1789, 1645, 1649, 1650, 1651, 1652, 1653, 1692, 1693, 1694, 1710, 1618, 1629, 1702

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: November 23, 2016



Claire E. Murphy