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RECORDATION NO. 32324-B FILED
October 18, 2016 12:25 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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October 18, 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. 3, dated as of October 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 1502
GSOX 1510
GSOX 1512
GSOX 1513
GSOX 1515
GSOX 1516

Section Chief
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GSOX 1517
GSOX 1522
GSOX 1538
GSOX 1591 - GSOX1598, inclusive
GSOX 1600
GSOX 1603 – GSOX 1610, inclusive
GSOX 1612
GSOX 1614
GSOX 1616
GSOX 1627
GSOX 1660 – GSOX 1664, inclusive
GSOX 1666 – GSOX 1670, inclusive
GSOX 1672 – GSOX 1678, inclusive
GSOX 1680
GSOX 1683
GSOX 1687
GSOX 1688
GSOX 1689
GSOX 1695
GSOX 1698
GSOX 1700

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

Memorandum of Lease Supplement and Acceptance Certificate No. 3.

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 blue ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF
LEASE SUPPLEMENT AND ACCEPTANCE CERTIFICATE NO. 3**

Memorandum of Lease Supplement and Acceptance Certificate No. 3 made and entered into on Oct. 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

STATE OF Louisiana)
)
COUNTY OF Calcasieu) SS:

On this, the 18th day of Oct. 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 Oct 18, 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.

Tina Andrus #89051
Name: Tina Andrus
Notary Public
My Commission Expires: lifetime
Residing in Calcasieu Parish



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 _____

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: Vice President-Equipment

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

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.

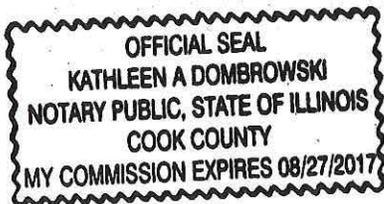
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the 18th day of October 2016, before me, a Notary Public in and for said County and State, personally appeared Greg R. Johnson, who being by me duly sworn, says that he is the Vice President-Equipment of Wells Fargo Rail Corporation that said instrument was signed on October 18, 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.



Kathleen A. Dombrowski

Name: Kathleen A. Dombrowski
Notary Public
My Commission Expires: August 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: 55

Item Numbers:

GSOX	1502	GSOX	1660
GSOX	1510	GSOX	1661
GSOX	1512	GSOX	1662
GSOX	1513	GSOX	1663
GSOX	1515	GSOX	1664
GSOX	1516	GSOX	1666
GSOX	1517	GSOX	1667
GSOX	1522	GSOX	1668
GSOX	1538	GSOX	1669
GSOX	1591	GSOX	1670
GSOX	1592	GSOX	1672
GSOX	1593	GSOX	1673
GSOX	1594	GSOX	1674
GSOX	1595	GSOX	1675
GSOX	1596	GSOX	1676
GSOX	1597	GSOX	1677
GSOX	1598	GSOX	1678
GSOX	1600	GSOX	1680
GSOX	1603	GSOX	1683
GSOX	1604	GSOX	1687
GSOX	1605	GSOX	1688
GSOX	1606	GSOX	1689
GSOX	1607	GSOX	1695
GSOX	1608	GSOX	1698
GSOX	1609	GSOX	1700
GSOX	1610		
GSOX	1612		
GSOX	1614		
GSOX	1616		
GSOX	1627		

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: October 18, 2016

Edward M. Luria

Edward M. Luria