

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgrailaw.com

MELANIE B. YASBIN  
Melanie@lgrailaw.com  
410-296-2225

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

September 4, 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 Memorandum of Lease Assignment and Assumption, a secondary document, dated as of May 1, 2013. The primary document to which this is connected is recorded under Recordation No. 21425. We request that this document be recorded under Recordation No. 21425-A.

The names and addresses of the parties to the Memorandum of Lease Assignment and Assumption are:

Assignor:

Rhodia, S.A., successor to Albright & Wilson America, Inc.  
259 Prospect Plains Road  
Cranbury, NJ 08512

Lessee:

Innophus, Inc.  
259 Prospect Plains Road  
Cranbury NJ 08512

A description of the equipment covered by the Memorandum of Lease Assignment and Assumption consists of 10 tank cars numbered WACX 151185-151194, inclusive.

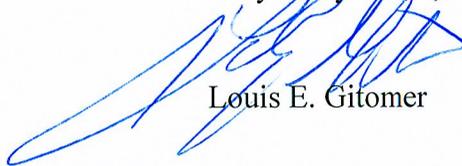
Ms. Cynthia T. Brown  
September 4, 2013  
Page 2

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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Assignment and Assumption between Rhodia, S.A., successor to Albright & Wilson America, Inc., 259 Prospect Plains Road, Cranbury, NJ 08512, and Innophus, Inc., 259 Prospect Plains Road, Cranbury NJ 08512, covering 10 tank cars numbered WACX 151185-151194, inclusive.

Very Truly Yours,

A handwritten signature in blue ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE ASSIGNMENT AND ASSUMPTION

This MEMORANDUM OF LEASE ASSIGNMENT AND ASSUMPTION is made and entered into as of ~~June 1~~ <sup>June 1</sup>, 2013, by and between Rhodia, S.A., successor to Albright & Wilson America, Inc. ("Rhodia") as assignor, and Innophos, Inc. ("Innophos"), as assignee, with reference to the following:

1. NationsBanc Leasing Corporation ("NationsBanc"), as lessor, and Rhodia, as lessee, entered a Master Equipment Lease Agreement dated as of April 8, 1998 (the "Lease"), whereby NationsBanc leased to Innophos, and Innophos leased from NationsBanc, 10 tank cars numbered WACX 151185-151194, inclusive (the "Equipment").
2. A Memorandum of Lease Agreement dated as of May 26, 1998 was entered between NationsBanc and Rhodia, which was recorded at the Board under Recordation No. 21425 on May 28, 1998 at 11:04 am for the Equipment.
3. An Agreement of Purchase and Sale dated June 10, 2004 (the "Purchase and Sale Agreement") was entered between Rhodia, as seller, and Innophos, as purchaser, for the Equipment, among other assets, and was consented to by Banc of America Leasing & Capital LLC, successor to NationsBanc.
4. Rhodia has agreed to transfer and assign all of its right, title and interest in and to the Lease to Innophos, and Innophos has agreed to accept such assignment and assume the obligations of Rhodia under the Lease, pursuant to the Purchase and Sale Agreement. The Lease relates to the Equipment.
5. The assignment of the Lease is effective June 10, 2004.
6. This Memorandum of Lease Assignment and Assumption may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Assignment and Assumption.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Assignment and Assumption to be executed as of the date first above written.

Rhodia, S.A., as assignor

Innophos, Inc., as assignee

By: Gary L. Ford, Sr.

By: Calvin

Name: GARY L. FORD, SR.

Name: Louis Calvin

Title: Senior Operations Counsel

Title: VP, Operations

STATE OF NEW JERSEY  
County of MIDDLESEX ) ss.

On this 7<sup>th</sup> day of ~~June~~ August 2013, before me, Susanne SPERANZA, the undersigned Notary Public, personally appeared Gary L. Ford personally known to me to be the person who executed the within instrument as Senior Operations Counsel on behalf of Rhodia, S.A., and acknowledged to me that the corporation executed it.

Susanne Speranza

Notary Public for \_\_\_\_\_

My Commission expires \_\_\_\_\_

SUSANNE SPERANZA  
NOTARY PUBLIC, STATE OF NEW JERSEY  
COUNTY OF MIDDLESEX  
COMMISSION EXPIRES MAY 13, 2014

STATE OF NJ )  
 ) ss.  
County of Middlesex )

On this 30 day of ~~June~~ <sup>Aug</sup> 2013, before me, Cynthia Mack, the undersigned Notary Public, personally appeared Louis Calvanes personally known to me to be the person who executed the within instrument as VP, Operations on behalf of the Innophos, Inc., and acknowledged to me that the corporation executed it.

Cynthia Mack

Notary Public for \_\_\_\_\_

My Commission expires \_\_\_\_\_

**CYNTHIA MACK**  
**NOTARY PUBLIC OF NEW JERSEY**  
My Commission Expires 2/5/2015