

RECORDATION NO 30934 FILE
September 26, 2013 04:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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September 26, 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 Lease, dated as of April 19, 2012, 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: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Lessee: Oxyde Chemicals, Inc.
225 Pennbright Drive, Suite 101
Houston, TX 77090

Chief
Section of Administration
September 26, 2013
Page 2

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

39 tank railcars within the series TAEX 1248 – TAEX 1270 and TAEX 1344 – TAEX 1442 as more particularly set forth in the attachment to the document.

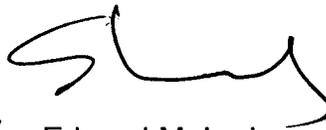
A short summary of the document to appear in the index is:

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,


✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

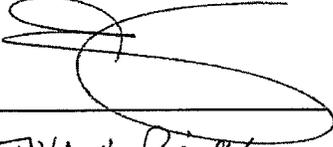
WITNESSETH

This Memorandum of Lease is entered into as of the 19th day of April, 2012, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Oxyde Chemicals, Inc.**, a Texas corporation, having its principal place of business at 225 Pennbright Drive, Suite 101, Houston, Texas 77090 (hereinafter "Lessee").

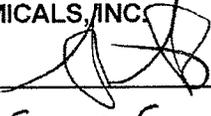
1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated April 19, 2012 (the "Master Lease"), and Rider Deal #R01921 dated as of April 19, 2012 (the "Schedule"), whereby Lessor leases to Lessee thirty-nine (39) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Page to Follow]

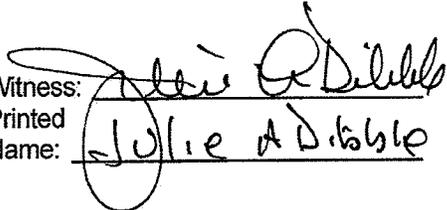
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Witness: 
Printed
Name: EVAN ROJAS

Lessee

OXYDE CHEMICALS, INC.
By: 
Printed
Name: STEVE STONE
Title: CHIEF FINANCIAL OFFICER
Date: 4-23-12

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Witness: 
Printed
Name: Julie Adisble

Lessor

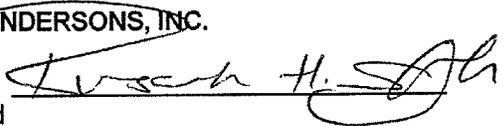
THE ANDERSONS, INC.
By: 
Printed
Name: Rasesh H. Shah
Title: President, Rail Group
Date: 4/26/2012

EXHIBIT A

**Car List
Thirty-Nine (39) Tank Cars**

1	TAEX001248	21	TAEX001270
2	TAEX001249	22	TAEX001344
3	TAEX001250	23	TAEX001347
4	TAEX001251	24	TAEX001350
5	TAEX001252	25	TAEX001351
6	TAEX001253	26	TAEX001352
7	TAEX001254	27	TAEX001353
8	TAEX001255	28	TAEX001354
9	TAEX001256	29	TAEX001355
10	TAEX001257	30	TAEX001356
11	TAEX001258	31	TAEX001359
12	TAEX001259	32	TAEX001363
13	TAEX001260	33	TAEX001365
14	TAEX001261	34	TAEX001366
15	TAEX001262	35	TAEX001367
16	TAEX001264	36	TAEX001368
17	TAEX001265	37	TAEX001369
18	TAEX001266	38	TAEX001441
19	TAEX001268	39	TAEX001442
20	TAEX001269		

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: 9/26/13

Edward M Luria
Edward M. Luria