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November 14, 2012

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 and Indenture Termination, a secondary document, dated as of November 13, 2012. The primary document to which this is connected is recorded under Recordation Number 18855. We request that this document be recorded under Recordation Number 18855-BB.

The names and addresses of the parties to the Memorandum of Lease and Indenture Termination are:

Lessee:

Solvay Chemicals, Inc.
3333 Richmond Avenue
Houston, TX 77098

Owner Trustee:

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19801

Indenture Trustee:

U. S. Bank National Association
225 Franklin Street
Boston, MA 02110

Ms. Cynthia T. Brown
November 14, 2012
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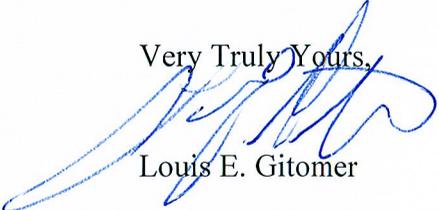
A description of the equipment covered by the Memorandum of Lease and Indenture Termination consists of 455 110-ton 4,650 cu. ft. capacity Center Flow covered hopper railcars SMNX 100-123, inclusive, 125-179, inclusive, 181-201, inclusive, 203-272, inclusive, 274-307, inclusive, 309-335, inclusive, 337, 339-367, inclusive, 369, 370, 372-387, inclusive, 389-410, inclusive, 412-419, inclusive, 421-453, inclusive, 455-555, inclusive, and 1056-1065, inclusive.

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 and Indenture Termination among Solvay Chemicals, Inc., 3333 Richmond Avenue, Houston, TX 77098, Wilmington Trust Company, 1100 North Market Street, Wilmington, DE 19801, and U. S. Bank National Association, 225 Franklin Street, Boston, MA 02110, covering 455 110-ton 4,650 cu. ft. capacity Center Flow covered hopper railcars SMNX 100-123, inclusive, 125-179, inclusive, 181-201, inclusive, 203-272, inclusive, 274-307, inclusive, 309-335, inclusive, 337, 339-367, inclusive, 369, 370, 372-387, inclusive, 389-410, inclusive, 412-419, inclusive, 421-453, inclusive, 455-555, inclusive, and 1056-1065, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AND INDENTURE TERMINATION

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of November 13, 2012, by and among SOLVAY CHEMICALS, INC. (formerly Solvay Minerals, Inc.) ("Lessee"), Wilmington Trust Company, not in its individual capacity, but solely as trustee ("Owner Trustee") under the Trust Agreement, (Solvay Minerals Equipment Trust 1994), dated as of June 1, 1994, between Manufacturers Hanover Leasing International Corporation, successor to J.P. Morgan Interfunding Corp., and Wilmington Trust Company in its individual capacity (the "Trust Agreement"), and U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), not in its individual capacity but solely as trustee under the Trust Indenture and Security Agreement (Solvay Minerals Equipment Trust 1994), dated as of June 1, 1994, (the "Indenture") between Owner Trustee and U.S. Bank, National Association in its individual capacity ("Indenture Trustee", and together with Lessee and Owner Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture.

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease Agreement (Solvay Minerals Equipment Trust 1994), dated as of June 1, 1994, as supplemented by that certain Lease Supplement No. 1 (Solvay Minerals Equipment Trust 1994), dated as of June 22, 1994 and (b) that certain Lease Supplement No. 2 (Solvay Minerals Equipment Trust 1994), dated as of April 18, 1996 (as supplemented thereby and as further supplemented from time to time, the "Lease"), which were recorded with the Surface Transportation Board ("STB") on June 22, 1994 under Recordation Nos. 18855-B, 18855-C, and 18555-H, respectively, covering the Equipment (as defined in the Participation Agreement) described therein;

WHEREAS, Owner Trustee and Indenture Trustee entered into the Indenture, as supplemented by that certain Indenture Supplement No. 1 (Solvay Minerals Equipment Trust 1994), dated as of June 22, 1994 and that certain Indenture Supplement No. 2 (Solvay Minerals Equipment Trust 1994), dated as of April 18, 1996 (and as further supplemented from time to time) which were recorded on June 22, 1994 under Recordation Nos. 18855, 18855-A, and 18855-I, respectively, covering the Equipment described therein;

WHEREAS, effective as of the date hereof, the Lease is terminated and the Lien of the Indenture is released with respect to the railroad equipment described in Schedule A hereto (the "Terminated Items"); and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease termination and Indenture release with respect to the Terminated Items, and the respective interests therein of the Parties.

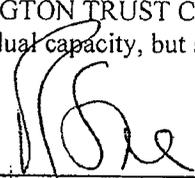
NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease and Indenture Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

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

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be duly executed by their respective officers thereunto duly authorized as of the day and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By:

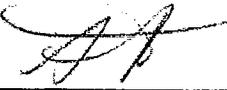

Name: Jacqueline E. Solone
Title: Assistant Vice President

OK

SOLVAY CHEMICALS, INC., as Lessee

By: HHjdik
Name: Heather Hajdik
Title: VP, Finance

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee

By: 
Name: _____
Title: **Arthur L. Blakeslee**
Vice President

STATE OF DELAWARE)
) SS.:
COUNTY OF New Castle)

On this 6 day of November, 2012, before me personally appeared ~~Jacqueline E. Solito~~ Veronica E. Robinson to me personally known, who, by me being duly sworn, says that he/she is ~~Assistant Vice President~~ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware trust company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Delaware trust company.

Veronica E Robinson
Notary Public

My commission expires

VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2014



STATE OF TEXAS)
) SS.:
COUNTY OF HARRIS)

On this 6th day of November, 2012, before me personally appeared Heather Hajdik, to me personally known, who, by me being duly sworn, says that he/she is VP, Finance of SOLVAY CHEMICALS, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marie D. Johansen
Notary Public

My commission expires

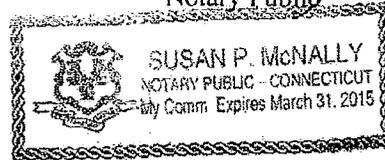


COUNTY OF HARTFORD)

On this _____ day of November, 2012, before me personally appeared Arthur L. Blakeslee, to me personally known, who, by me being duly sworn, says that he/she is Vice President of U.S. BANK NATIONAL ASSOCIATION that the foregoing instrument was signed on behalf of said national banking association, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Susan P. McNally
Notary Public

My commission expires



**SCHEDULE A to
Memorandum of Lease and
Indenture Termination**

DESCRIPTION OF TERMINATED ITEMS

Lease Supplement	Terminated Item Type	Lessee Terminated Item Numbers
No.1	<u>445 110-ton 4650 cu ft. Center Flow Covered Hopper Rail Cars</u>	<u>SMNX 100-SMNX 123, SMNX 125-SMNX 179, SMNX 181-SMNX 201, SMNX 203-SMNX 272, SMNX 274-SMNX 307, SMNX 309-SMNX 335, SMNX 337 SMNX 339-SMNX 367, SMNX 369-SMNX 370, SMNX 372-SMNX 419, SMNX 421-SMNX 453, SMNX 455-SMNX 555, SMNX 1056 - SMNX 1065,</u>