

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 22, 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 Railroad Equipment Lease and Schedule No. 1, dated as of July 22, 2013, 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 documents are:

Lessor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Lessee: Olin Chlor Alkali Logistics, Inc.
490 Stuart Rd., NE
Cleveland, TN 37312

Section Chief
July 22, 2013
Page 2

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

296 railcars within the series SBLX 24000 – SBLX 24299 as set forth in the attachment to the document.

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

Memorandum of Railroad Equipment Lease and Schedule No. 1.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AND SCHEDULE NO. 1**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 1 (this "**Memorandum of Lease**") is made and entered into as of July 22, 2013, between RBS Asset Finance, Inc., a New York corporation ("**Lessor**"), and Olin Chlor Alkali Logistics, Inc., a Delaware corporation ("**Lessee**"), with reference to the following:

1. Pursuant to a Railroad Equipment Lease, dated as of July 22, 2013 (the "**Railroad Equipment Lease**") between Lessor and Lessee, and Schedule No. 1 thereto, dated as of July 22, 2013 (the "**Schedule**"; the Railroad Equipment Lease and the Schedule, together, the "**Lease**") between Lessee and Lessor, Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor, the railcars identified on Schedule I hereto (each, a "**Car**" and, collectively, the "**Cars**").

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

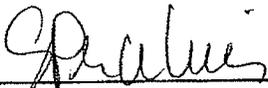
3. This Memorandum of Lease is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Lease and the Cars.

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

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Lease as of the date first written above.

RBS ASSET FINANCE, INC.

OLIN CHLOR ALKALI LOGISTICS, INC.

By: 
Name: Soula Perakis
Title: Vice President

By: _____
Name: _____
Title: _____

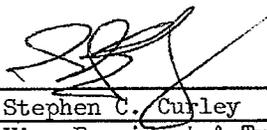
[EXECUTION PAGE OF MEMORANDUM OF LEASE FOR SCHEDULE NO. 1]

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Lease as of the date first written above.

RBS ASSET FINANCE, INC.

OLIN CHLOR ALKALI LOGISTICS, INC.

By: _____
Name: _____
Title: _____

By: 
Name: Stephen C. Curley
Title: Vice President & Treasurer

[EXECUTION PAGE OF MEMORANDUM OF LEASE FOR SCHEDULE NO. 1]

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 19 day of July, 2013, before me appeared Soula Perakis, to me personally known, who being by me duly sworn did say that she is the Vice President of RBS Asset Finance, Inc., a New York corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

M Delvalle
Notary Public

My Commission Expires:
5-18-14



STATE OF)
) SS.
COUNTY OF)

On this ____ day of July, 2013, before me appeared _____, to me personally known, who being by me duly sworn did say that he/she is the _____ of Olin Chlor Alkali Logistics, Inc., a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Notary Public

My Commission Expires:

STATE OF)
) SS.
COUNTY OF)

On this ____ day of July, 2013, before me appeared _____, to me personally known, who being by me duly sworn did say that he/she is the _____ of RBS Asset Finance, Inc., a New York corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Notary Public

My Commission Expires:

STATE OF Missouri)
) SS.
COUNTY OF St. Louis)

On this 19th day of July, 2013, before me appeared Stephen C. Curley _____, to me personally known, who being by me duly sworn did say that he/she is the Vice President & Treasurer of Olin Chlor Alkali Logistics, Inc., a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Veronica A. Schubert

Notary Public

My Commission Expires:

August 15, 2015



VERONICA A. SCHUBERT
My Commission Expires
August 15, 2015
St. Louis County
Commission #11227396

SCHEDULE I
To
Memorandum of Lease

List of Cars

Two hundred ninety-six (296) 1997 Trinity sodium hydroxide solution cars with a 15,558-gallon capacity, a cost of \$65,000 per unit and the following respective reporting marks:

SBLX024000	SBLX024038	SBLX024075	SBLX024112
SBLX024001	SBLX024039	SBLX024076	SBLX024113
SBLX024002	SBLX024040	SBLX024077	SBLX024114
SBLX024003	SBLX024041	SBLX024078	SBLX024115
SBLX024004	SBLX024042	SBLX024079	SBLX024116
SBLX024005	SBLX024043	SBLX024080	SBLX024117
SBLX024006	SBLX024044	SBLX024081	SBLX024118
SBLX024007	SBLX024045	SBLX024082	SBLX024119
SBLX024008	SBLX024046	SBLX024083	SBLX024120
SBLX024009	SBLX024047	SBLX024084	SBLX024121
SBLX024010	SBLX024048	SBLX024085	SBLX024122
SBLX024011	SBLX024049	SBLX024086	SBLX024123
SBLX024012	SBLX024050	SBLX024087	SBLX024124
SBLX024013	SBLX024051	SBLX024088	SBLX024125
SBLX024014	SBLX024052	SBLX024089	SBLX024126
SBLX024015	SBLX024053	SBLX024090	SBLX024127
SBLX024017	SBLX024054	SBLX024091	SBLX024128
SBLX024018	SBLX024055	SBLX024092	SBLX024129
SBLX024019	SBLX024056	SBLX024093	SBLX024130
SBLX024020	SBLX024057	SBLX024094	SBLX024132
SBLX024021	SBLX024058	SBLX024095	SBLX024133
SBLX024022	SBLX024059	SBLX024096	SBLX024134
SBLX024023	SBLX024060	SBLX024097	SBLX024135
SBLX024024	SBLX024061	SBLX024098	SBLX024136
SBLX024025	SBLX024062	SBLX024099	SBLX024137
SBLX024026	SBLX024063	SBLX024100	SBLX024138
SBLX024027	SBLX024064	SBLX024101	SBLX024139
SBLX024028	SBLX024065	SBLX024102	SBLX024140
SBLX024029	SBLX024066	SBLX024103	SBLX024141
SBLX024030	SBLX024067	SBLX024104	SBLX024142
SBLX024031	SBLX024068	SBLX024105	SBLX024143
SBLX024032	SBLX024069	SBLX024106	SBLX024144
SBLX024033	SBLX024070	SBLX024107	SBLX024145
SBLX024034	SBLX024071	SBLX024108	SBLX024146
SBLX024035	SBLX024072	SBLX024109	SBLX024147
SBLX024036	SBLX024073	SBLX024110	SBLX024148
SBLX024037	SBLX024074	SBLX024111	SBLX024149

SBLX024150	SBLX024187	SBLX024225	SBLX024263
SBLX024151	SBLX024188	SBLX024226	SBLX024264
SBLX024152	SBLX024189	SBLX024227	SBLX024265
SBLX024153	SBLX024190	SBLX024228	SBLX024266
SBLX024154	SBLX024191	SBLX024229	SBLX024267
SBLX024155	SBLX024192	SBLX024230	SBLX024268
SBLX024156	SBLX024193	SBLX024231	SBLX024269
SBLX024157	SBLX024194	SBLX024233	SBLX024270
SBLX024158	SBLX024195	SBLX024234	SBLX024271
SBLX024159	SBLX024196	SBLX024235	SBLX024272
SBLX024160	SBLX024197	SBLX024236	SBLX024273
SBLX024161	SBLX024198	SBLX024237	SBLX024274
SBLX024162	SBLX024199	SBLX024238	SBLX024275
SBLX024163	SBLX024200	SBLX024239	SBLX024276
SBLX024164	SBLX024201	SBLX024240	SBLX024277
SBLX024165	SBLX024202	SBLX024241	SBLX024278
SBLX024166	SBLX024203	SBLX024242	SBLX024279
SBLX024167	SBLX024204	SBLX024243	SBLX024280
SBLX024168	SBLX024205	SBLX024244	SBLX024281
SBLX024169	SBLX024206	SBLX024245	SBLX024282
SBLX024170	SBLX024207	SBLX024246	SBLX024283
SBLX024171	SBLX024208	SBLX024247	SBLX024284
SBLX024172	SBLX024209	SBLX024248	SBLX024285
SBLX024173	SBLX024210	SBLX024249	SBLX024286
SBLX024174	SBLX024211	SBLX024250	SBLX024287
SBLX024175	SBLX024212	SBLX024251	SBLX024288
SBLX024176	SBLX024213	SBLX024252	SBLX024289
SBLX024177	SBLX024214	SBLX024253	SBLX024290
SBLX024178	SBLX024215	SBLX024254	SBLX024291
SBLX024179	SBLX024216	SBLX024255	SBLX024292
SBLX024180	SBLX024217	SBLX024256	SBLX024293
SBLX024181	SBLX024218	SBLX024257	SBLX024294
SBLX024182	SBLX024219	SBLX024258	SBLX024295
SBLX024183	SBLX024221	SBLX024259	SBLX024296
SBLX024184	SBLX024222	SBLX024260	SBLX024297
SBLX024185	SBLX024223	SBLX024261	SBLX024298
SBLX024186	SBLX024224	SBLX024262	SBLX024299

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: 7/22/13

Edward M Luria
Edward M. Luria