

LAW OFFICES OF  
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410-296-2205 Ms. Cynthia T. Brown

March 31, 2016

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(410) 296-2250 • (202) 466-6532  
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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 Agreement, a primary document, dated as of March 31, 2016. We request that this document be given the next available recordation number.

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

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

Helena Chemical Company  
225 Schilling Boulevard, Suite 300  
Collierville, TN 38017-7177

A description of the equipment covered by the Memorandum of Lease Agreement consists of 50 tank cars numbered GATX 208933-208982, inclusive.

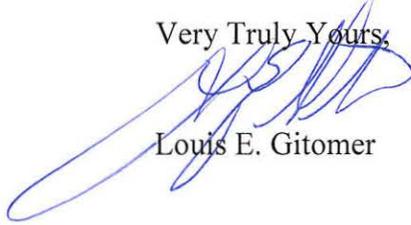
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

Ms. Cynthia T. Brown  
March 31, 2016  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Helena Chemical Company, 225 Schilling Boulevard, Suite 300, Collierville, TN 38017-7177, covering 50 tank cars numbered GATX 208933-208982, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

Dated as of March 31, 2016

Between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

and

HELENA CHEMICAL COMPANY,  
as Lessee

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## MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT dated as of March 31, 2016 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns (“Lessor”), and HELENA CHEMICAL COMPANY, and its successors and permitted assigns (“Lessee”).

### WITNESSETH

1. Pursuant to Master Lease Agreement No. 30367-90000 dated as of March 31, 2016 and Schedule No. 001 executed pursuant thereto dated as of March 31, 2016 (collectively the “Lease Agreement”), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, 50 tank cars numbered GATX 208933-208982, inclusive (the “Equipment”).

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee’s use of the Equipment shall be subject to the terms and conditions set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed by their respective corporate officers as of the date first above written.

Lessor:

BANC OF AMERICA LEASING & CAPITAL, LLC

By:     Gail C. Beall    

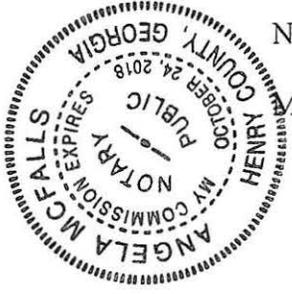
Name:     Gail C. Beall      
Title:     Vice President    

STATE OF GEORGIA        )  
                                  ) ss.  
County of     Henry     )

On this 31<sup>st</sup> day of March 2016, before me, Angela McFalls, the undersigned Notary Public, personally appeared Gail C. Beall personally known to me to be the person who executed the within instrument as Vice President on behalf of Banc of America Leasing & Capital, LLC, and acknowledged to me that the corporation executed it.

    Angela McFalls    

Notary Public for     GA      
My Commission expires     10/24/18    



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed by their respective corporate officers as of the date first above written.

Lessee:

HELENA CHEMICAL COMPANY

By: Roger Lewis, Treas.

Name: Roger Lewis

Title: Treasurer

STATE OF TN )  
County of Shelby ) ss.

On this 31 day of March 2016, before me, Jackie S. Johnson, the undersigned Notary Public, personally appeared Roger Lewis personally known to me to be the person who executed the within instrument as Treasurer on behalf of Helena Chemical Company, and acknowledged to me that the corporation executed it.

Jackie S. Johnson  
Notary Public for TN

My Commission expires 4/7/19

