

RECORDATION NO 30238 FILED

May 31, 2012 02:46 PM

SURFACE TRANSPORTATION BOARD LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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410-296-2225

May 31, 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 Agreement, a primary document, dated as of May 31, 2012. 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
One Financial Plaza
Providence, RI 02903

Lessee:

DAK Americas LLC
6324 Fairview Road
Charlotte, NC 28210

A description of the equipment covered by the Memorandum of Lease Agreement consists of 134 covered hopper cars numbered DAKX 45001, 45002, 45008, 45010, 45011, 45012, 45016, 45017, 45019, 45020, 45021, 45024, 45025, 45027, 45028, 45029, 45030, 45039, 45041, 45042, 45043, 45044, 45046, 45047, 45050, 45051, 45052, 45054, 45055, 45057, 45058, 45060, 45062, 45065, 45069, 45071, 45072, 45074, 45075, 45080, 45081, 45084, 45085, 45086, 45088, 45090, 45093, 45099, 45100, 45101, 45107, 45108, 45109, 45112, 45115, 45116, 45117, 45118, 45121, 45122, 45123, 45124, 45125, 45126, 45130, 45131, 45132, 45133, 45135, 45137, 45138, 45139, 45140, 45144, 45145, 45148, 45149, 45153, 45157, 45158, 45160, 45163, 45164, 45165, 45166, 45169, 45172, 45173, 45176, 45177, 45180, 45182, 45184, 45186, 45188, 45189, 45190, 45191, 45193, 45196,

Ms. Cynthia T. Brown
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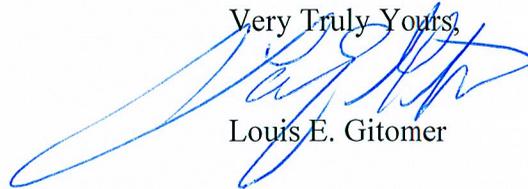
45197, 45198, 45200, 45202, 45205, 45211, 45213, 45215, 45216, 45219, 45220, 45224, 45225, 45226, 45227, 45228, 45230, 45233, 45235, 45242, 45243, 45244, 45245, 45246, 45248, 45249, 45252, 45257, 45258, 45262, 45264, 45268, 45271, and 45272.

A fee of \$41.00 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 Agreement between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and DAK Americas LLC, 6324 Fairview Road, Charlotte, NC 28210, covering 134 covered hopper cars numbered DAKX 45001, 45002, 45008, 45010, 45011, 45012, 45016, 45017, 45019, 45020, 45021, 45024, 45025, 45027, 45028, 45029, 45030, 45039, 45041, 45042, 45043, 45044, 45046, 45047, 45050, 45051, 45052, 45054, 45055, 45057, 45058, 45060, 45062, 45065, 45069, 45071, 45072, 45074, 45075, 45080, 45081, 45084, 45085, 45086, 45088, 45090, 45093, 45099, 45100, 45101, 45107, 45108, 45109, 45112, 45115, 45116, 45117, 45118, 45121, 45122, 45123, 45124, 45125, 45126, 45130, 45131, 45132, 45133, 45135, 45137, 45138, 45139, 45140, 45144, 45145, 45148, 45149, 45153, 45157, 45158, 45160, 45163, 45164, 45165, 45166, 45169, 45172, 45173, 45176, 45177, 45180, 45182, 45184, 45186, 45188, 45189, 45190, 45191, 45193, 45196, 45197, 45198, 45200, 45202, 45205, 45211, 45213, 45215, 45216, 45219, 45220, 45224, 45225, 45226, 45227, 45228, 45230, 45233, 45235, 45242, 45243, 45244, 45245, 45246, 45248, 45249, 45252, 45257, 45258, 45262, 45264, 45268, 45271, and 45272.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of May 31, 2012

between

DAK AMERICAS LLC,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on May 31, 2012 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 31, 2012, by and between DAK AMERICAS LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Schedule No. 010 dated as of May 31, 2012 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement No. 20120-90000 dated as of May 27, 2009 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

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. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Patricia Smith-Disu
Name: **Patricia Smith-Disu**
Title: **Vice President**

DAK AMERICAS LLC

By: [Signature]
Name: **[Name]**
Title: **[Title]**

By: [Signature]
Name: **[Name]**
Title: **[Title]**



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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

DAK AMERICAS LLC

By: _____
Name: OSCAR JOSUE MARTINEZ TREMINO
Title: S.E. VP of CORPORATE DEVELOPMENT

By: _____
Name: ALFONSO GUTIERREZ MARTINEZ
Title: S.E. DIR. CORPORATE ADMINISTRATION



STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

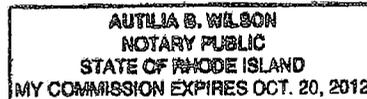
I HEREBY CERTIFY, that on this 30th day of May, 2012, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disa, who acknowledged himself to be the Vice-President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Autilia B. Wilson

Notary Public

My commission expires: 10/20/2012.



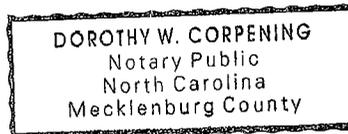
STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

I HEREBY CERTIFY, that on this 25 day of May, 2012, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Daniel Christopher Harris who acknowledged himself to be the General Manager of DAK AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized OFFICER of said company by signing the name of the company by himself as the General Corporate Representative.

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept 2, 2013



STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

I HEREBY CERTIFY, that on this 25 day of May, 2012, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Daniel Christopher Harris, who acknowledged himself to be the General Manager of DAK AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized OFFICER of said company by signing the name of the company by himself as the General Corporate Representative.

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept. 2, 2013

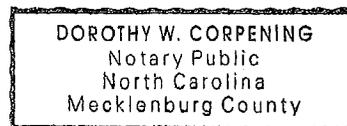


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Delivery Location: 3500 Daniels Rd., NE
Leland, NC 28451

<u>Quantity -Railcar Description</u>		<u>Year Built</u>	<u>Railcar Number</u>
(134) Specialty Covered Hopper Railcars	1	1994	45001
5,711-5,800 Cubic Feet, 110 Tons	2	1994	45002
(286,000 Pounds GRL)	3	1994	45008
	4	1994	45010
Car Initial: DAKX	5	1994	45011
	6	1994	45012
	7	1994	45016
	8	1994	45017
	9	1994	45019
	10	1994	45020
	11	1994	45021
	12	1994	45024
	13	1994	45025
	14	1994	45027
	15	1994	45028
	16	1994	45029
	17	1994	45030
	18	1994	45039
	19	1994	45041
	20	1994	45042
	21	1994	45043
	22	1994	45044
	23	1994	45046
	24	1994	45047
	25	1994	45050
	26	1995	45051
	27	1995	45052
	28	1995	45054
	29	1995	45055
	30	1995	45057
	31	1995	45058
	32	1995	45060
	33	1995	45062
	34	1995	45065
	35	1995	45069
	36	1995	45071
	37	1995	45072
	38	1995	45074
	39	1995	45075

40	1995	45080
41	1995	45081
42	1995	45084
43	1995	45085
44	1995	45086
45	1995	45088
46	1995	45090
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131	1995	45264
132	1995	45268
133	1995	45271
134	1995	45272

Total 134