

RECORDATION NO 30365 FILED
August 31, 2012 02:55 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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August 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 August 30, 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 and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Arizona Chemical Company, LLC
4600 Touchton Road E.
Jacksonville, FL 32246

A description of the equipment covered by the Memorandum of Lease Agreement consists of 143 tank cars numbered AZXX 20000-20019, inclusive, 20021-20032, inclusive, 20034, 20035, 20037-20040, inclusive, 20043-20045, inclusive, 20047-20049, inclusive, 20051-20067, inclusive, 20069-20074, inclusive, 20076-20082, inclusive, 20084-20087, inclusive, 20089-20112, inclusive, 20114-20133, inclusive, 20135-20154, inclusive, and 32014.

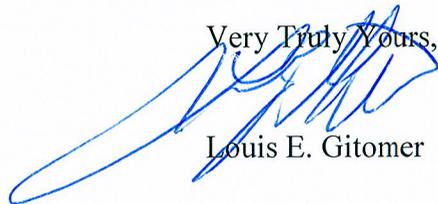
Ms. Cynthia T. Brown
August 31, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Arizona Chemical Company, LLC 4600 Touchton Road E., Jacksonville, FL 32246, covering 143 tank cars numbered AZXX 20000-20019, inclusive, 20021-20032, inclusive, 20034, 20035, 20037-20040, inclusive, 20043-20045, inclusive, 20047-20049, inclusive, 20051-20067, inclusive, 20069-20074, inclusive, 20076-20082, inclusive, 20084-20087, inclusive, 20089-20112, inclusive, 20114-20133, inclusive, 20135-20154, inclusive, and 32014.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of August 30, 2012

between

ARIZONA CHEMICAL COMPANY, 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 August 30, 2012 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 30, 2012, by and between ARIZONA CHEMICAL COMPANY, 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 Rail Equipment Net Leasing Agreement No. 176000-90000 dated as of August 30, 2012, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of August 30, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

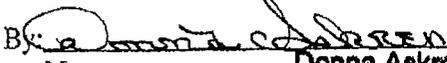
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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: 
Name: **Donna Askren**
Title: **Assistant Vice President**

ARIZONA CHEMICAL COMPANY, LLC

By: _____
Name:
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:

ARIZONA CHEMICAL COMPANY, LLC

By: Kellie Hardee
Name: Kellie Hardee
Title: Treasurer

STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

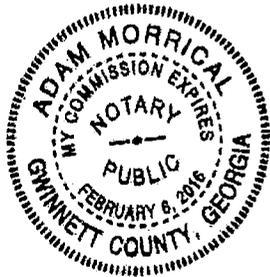
I HEREBY CERTIFY, that on this 30th day of August, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Donna Askren, who acknowledged himself to be the AVP of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name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

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Feb 6, 2016.



STATE OF Florida)
) ss.
COUNTY OF Duval)

I HEREBY CERTIFY, that on this _____ day of August, 2012, before me, the undersigned, a Notary Public of the State of Florida, personally appeared Kellie Hardee, who acknowledged himself to be the Treasurer of ARIZONA CHEMICAL COMPANY, 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 Treasurer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

Melissa Nelson

Notary Public

My commission expires: September 05, 2015



EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Year	Manufacturer	Description	Car Numbers
2002	Trinity	Lined Tank Car	AZXX020000
2002	Trinity	Lined Tank Car	AZXX020001
2002	Trinity	Lined Tank Car	AZXX020002
2002	Trinity	Lined Tank Car	AZXX020003
2002	Trinity	Lined Tank Car	AZXX020004
2002	Trinity	Lined Tank Car	AZXX020005
2002	Trinity	Lined Tank Car	AZXX020006
2002	Trinity	Lined Tank Car	AZXX020007
2002	Trinity	Lined Tank Car	AZXX020008
2002	Trinity	Lined Tank Car	AZXX020009
2002	Trinity	Lined Tank Car	AZXX020010
2002	Trinity	Lined Tank Car	AZXX020011
2002	Trinity	Lined Tank Car	AZXX020012
2002	Trinity	Lined Tank Car	AZXX020013
2002	Trinity	Lined Tank Car	AZXX020014
2002	Trinity	Lined Tank Car	AZXX020015
2002	Trinity	Lined Tank Car	AZXX020016
2002	Trinity	Lined Tank Car	AZXX020017
2002	Trinity	Lined Tank Car	AZXX020018
2002	Trinity	Lined Tank Car	AZXX020019
2002	Trinity	Lined Tank Car	AZXX020021
2002	Trinity	Lined Tank Car	AZXX020022
2002	Trinity	Lined Tank Car	AZXX020023
2002	Trinity	Lined Tank Car	AZXX020024
2002	Trinity	Lined Tank Car	AZXX020025
2002	Trinity	Lined Tank Car	AZXX020026
2002	Trinity	Lined Tank Car	AZXX020027
2002	Trinity	Lined Tank Car	AZXX020028
2002	Trinity	Lined Tank Car	AZXX020029
2002	Trinity	Lined Tank Car	AZXX020030
2002	Trinity	Lined Tank Car	AZXX020031
2002	Trinity	Lined Tank Car	AZXX020032
2002	Trinity	Lined Tank Car	AZXX020034
2002	Trinity	Lined Tank Car	AZXX020035
2002	Trinity	Lined Tank Car	AZXX020037

2002	Trinity	Lined Tank Car	AZXX020038
2002	Trinity	Lined Tank Car	AZXX020039
2002	Trinity	Lined Tank Car	AZXX020040
2002	Trinity	Lined Tank Car	AZXX020043
2002	Trinity	Lined Tank Car	AZXX020044
2002	Trinity	Lined Tank Car	AZXX020045
2002	Trinity	Lined Tank Car	AZXX020047
2002	Trinity	Lined Tank Car	AZXX020048
2002	Trinity	Lined Tank Car	AZXX020049
2002	Trinity	Lined Tank Car	AZXX020051
2002	Trinity	Lined Tank Car	AZXX020052
2002	Trinity	Lined Tank Car	AZXX020053
2002	Trinity	Lined Tank Car	AZXX020054
2002	Trinity	Lined Tank Car	AZXX020055
2002	Trinity	Lined Tank Car	AZXX020056
2002	Trinity	Lined Tank Car	AZXX020057
2002	Trinity	Lined Tank Car	AZXX020058
2002	Trinity	Lined Tank Car	AZXX020059
2002	Trinity	Lined Tank Car	AZXX020060
2002	Trinity	Lined Tank Car	AZXX020061
2002	Trinity	Lined Tank Car	AZXX020062
2002	Trinity	Lined Tank Car	AZXX020063
2002	Trinity	Lined Tank Car	AZXX020064
2002	Trinity	Lined Tank Car	AZXX020065
2002	Trinity	Lined Tank Car	AZXX020066
2002	Trinity	Lined Tank Car	AZXX020067
2002	Trinity	Lined Tank Car	AZXX020069
2002	Trinity	Lined Tank Car	AZXX020070
2002	Trinity	Lined Tank Car	AZXX020071
2002	Trinity	Lined Tank Car	AZXX020072
2002	Trinity	Lined Tank Car	AZXX020073
2002	Trinity	Lined Tank Car	AZXX020074
2002	Trinity	Lined Tank Car	AZXX020076
2002	Trinity	Lined Tank Car	AZXX020077
2002	Trinity	Lined Tank Car	AZXX020078
2002	Trinity	Lined Tank Car	AZXX020079
2002	Trinity	Lined Tank Car	AZXX020080
2002	Trinity	Lined Tank Car	AZXX020081
2002	Trinity	Lined Tank Car	AZXX020082
2002	Trinity	Lined Tank Car	AZXX020084
2002	Trinity	Lined Tank Car	AZXX020085
2002	Trinity	Lined Tank Car	AZXX020086
2002	Trinity	Lined Tank Car	AZXX020087

2002	Trinity	Lined Tank Car	AZXX020089
2002	Trinity	Lined Tank Car	AZXX020090
2002	Trinity	Lined Tank Car	AZXX020091
2002	Trinity	Lined Tank Car	AZXX020092
2002	Trinity	Lined Tank Car	AZXX020093
2002	Trinity	Lined Tank Car	AZXX020094
2002	Trinity	Lined Tank Car	AZXX020095
2002	Trinity	Lined Tank Car	AZXX020096
2002	Trinity	Lined Tank Car	AZXX020097
2002	Trinity	Lined Tank Car	AZXX020098
2002	Trinity	Lined Tank Car	AZXX020099
2002	Trinity	Lined Tank Car	AZXX020100
2002	Trinity	Lined Tank Car	AZXX020101
2002	Trinity	Lined Tank Car	AZXX020102
2002	Trinity	Lined Tank Car	AZXX020103
2002	Trinity	Lined Tank Car	AZXX020104
2002	Trinity	Lined Tank Car	AZXX020105
2002	Trinity	Lined Tank Car	AZXX020106
2002	Trinity	Lined Tank Car	AZXX020107
2002	Trinity	Lined Tank Car	AZXX020108
2002	Trinity	Lined Tank Car	AZXX020109
2002	Trinity	Lined Tank Car	AZXX020110
2002	Trinity	Lined Tank Car	AZXX020111
2002	Trinity	Lined Tank Car	AZXX020112
2002	Trinity	Lined Tank Car	AZXX020114
2002	Trinity	Lined Tank Car	AZXX020115
2002	Trinity	Lined Tank Car	AZXX020116
2002	Trinity	Lined Tank Car	AZXX020117
2002	Trinity	Lined Tank Car	AZXX020118
2002	Trinity	Lined Tank Car	AZXX020119
2002	Trinity	Lined Tank Car	AZXX020120
2002	Trinity	Lined Tank Car	AZXX020121
2002	Trinity	Lined Tank Car	AZXX020122
2003	Trinity	Lined Tank Car	AZXX020123
2002	Trinity	Lined Tank Car	AZXX020124
2002	Trinity	Lined Tank Car	AZXX020125
2002	Trinity	Lined Tank Car	AZXX020126
2002	Trinity	Lined Tank Car	AZXX020127
2002	Trinity	Lined Tank Car	AZXX020128
2002	Trinity	Lined Tank Car	AZXX020129
2002	Trinity	Lined Tank Car	AZXX020130
2002	Trinity	Lined Tank Car	AZXX020131
2002	Trinity	Lined Tank Car	AZXX020132

2002	Trinity	Lined Tank Car	AZXX020133
2003	Trinity	Lined Tank Car	AZXX020135
2002	Trinity	Lined Tank Car	AZXX020136
2002	Trinity	Lined Tank Car	AZXX020137
2002	Trinity	Lined Tank Car	AZXX020138
2002	Trinity	Lined Tank Car	AZXX020139
2002	Trinity	Lined Tank Car	AZXX020140
2002	Trinity	Lined Tank Car	AZXX020141
2002	Trinity	Lined Tank Car	AZXX020142
2002	Trinity	Lined Tank Car	AZXX020143
2002	Trinity	Lined Tank Car	AZXX020144
2002	Trinity	Lined Tank Car	AZXX020145
2002	Trinity	Lined Tank Car	AZXX020146
2003	Trinity	Lined Tank Car	AZXX020147
2002	Trinity	Lined Tank Car	AZXX020148
2002	Trinity	Lined Tank Car	AZXX020149
2002	Trinity	Lined Tank Car	AZXX020150
2003	Trinity	Lined Tank Car	AZXX020151
2002	Trinity	Lined Tank Car	AZXX020152
2003	Trinity	Lined Tank Car	AZXX020153
2003	Trinity	Lined Tank Car	AZXX020154
2002	Trinity	Lined Tank Car	AZXX032014