

RECORDATION NO 30365-B FILED  
August 31, 2012 03:02 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 secondary document, dated as of August 30, 2012. The primary document to which this is connected is recorded under a new Recordation Number. We request that this document be recorded under suffix "B" to the new 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 76 tank cars numbered AZXX 10000, 10002-10004, inclusive, 10006-10013, inclusive, 10015, 10016, 10018-10027, inclusive, 10029, 10030, 10032-10053, inclusive, 10055-10065, inclusive, 10067, 10068, 10070-10078, inclusive, 10080, 10081, 10083-10085, inclusive, and 10087.

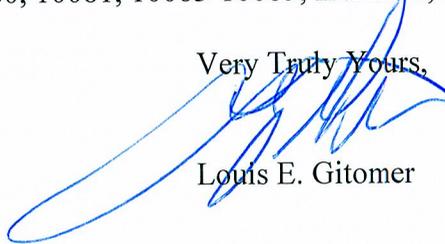
Ms. Cynthia T. Brown  
August 31, 2012  
Page 2

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 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 76 tank cars numbered AZXX 10000, 10002-10004, inclusive, 10006-10013, inclusive, 10015, 10016, 10018-10027, inclusive, 10029, 10030, 10032-10053, inclusive, 10055-10065, inclusive, 10067, 10068, 10070-10078, inclusive, 10080, 10081, 10083-10085, inclusive, and 10087.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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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

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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. 003 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.

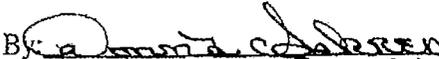
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

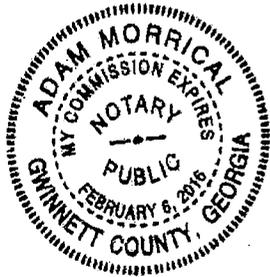
STATE OF Georgia )  
 ) ss.  
COUNTY OF Winnett )

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of August, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Danna Asken, 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.

Adam Morriscal  
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 Number
2002	Trinity	Unlined Tank Car	AZXX010000
2002	Trinity	Unlined Tank Car	AZXX010002
2002	Trinity	Unlined Tank Car	AZXX010003
2002	Trinity	Unlined Tank Car	AZXX010004
2002	Trinity	Unlined Tank Car	AZXX010006
2002	Trinity	Unlined Tank Car	AZXX010007
2002	Trinity	Unlined Tank Car	AZXX010008
2002	Trinity	Unlined Tank Car	AZXX010009
2002	Trinity	Unlined Tank Car	AZXX010010
2002	Trinity	Unlined Tank Car	AZXX010011
2002	Trinity	Unlined Tank Car	AZXX010012
2002	Trinity	Unlined Tank Car	AZXX010013
2002	Trinity	Unlined Tank Car	AZXX010015
2002	Trinity	Unlined Tank Car	AZXX010016
2002	Trinity	Unlined Tank Car	AZXX010018
2002	Trinity	Unlined Tank Car	AZXX010019
2002	Trinity	Unlined Tank Car	AZXX010020
2002	Trinity	Unlined Tank Car	AZXX010021
2002	Trinity	Unlined Tank Car	AZXX010022
2002	Trinity	Unlined Tank Car	AZXX010023
2002	Trinity	Unlined Tank Car	AZXX010024
2002	Trinity	Unlined Tank Car	AZXX010025
2002	Trinity	Unlined Tank Car	AZXX010026
2002	Trinity	Unlined Tank Car	AZXX010027
2002	Trinity	Unlined Tank Car	AZXX010029
2002	Trinity	Unlined Tank Car	AZXX010030
2002	Trinity	Unlined Tank Car	AZXX010032
2002	Trinity	Unlined Tank Car	AZXX010033
2002	Trinity	Unlined Tank Car	AZXX010034
2002	Trinity	Unlined Tank Car	AZXX010035
2002	Trinity	Unlined Tank Car	AZXX010036
2002	Trinity	Unlined Tank Car	AZXX010037
2002	Trinity	Unlined Tank Car	AZXX010038
2002	Trinity	Unlined Tank Car	AZXX010039
2002	Trinity	Unlined Tank Car	AZXX010040
2002	Trinity	Unlined Tank Car	AZXX010041
2002	Trinity	Unlined Tank Car	AZXX010042

2002	Trinity	Unlined Tank Car	AZXX010043
2002	Trinity	Unlined Tank Car	AZXX010044
2002	Trinity	Unlined Tank Car	AZXX010045
2002	Trinity	Unlined Tank Car	AZXX010046
2002	Trinity	Unlined Tank Car	AZXX010047
2002	Trinity	Unlined Tank Car	AZXX010048
2002	Trinity	Unlined Tank Car	AZXX010049
2002	Trinity	Unlined Tank Car	AZXX010050
2002	Trinity	Unlined Tank Car	AZXX010051
2002	Trinity	Unlined Tank Car	AZXX010052
2002	Trinity	Unlined Tank Car	AZXX010053
2002	Trinity	Unlined Tank Car	AZXX010055
2002	Trinity	Unlined Tank Car	AZXX010056
2002	Trinity	Unlined Tank Car	AZXX010057
2002	Trinity	Unlined Tank Car	AZXX010058
2002	Trinity	Unlined Tank Car	AZXX010059
2002	Trinity	Unlined Tank Car	AZXX010060
2002	Trinity	Unlined Tank Car	AZXX010061
2002	Trinity	Unlined Tank Car	AZXX010062
2002	Trinity	Unlined Tank Car	AZXX010063
2002	Trinity	Unlined Tank Car	AZXX010064
2002	Trinity	Unlined Tank Car	AZXX010065
2002	Trinity	Unlined Tank Car	AZXX010067
2002	Trinity	Unlined Tank Car	AZXX010068
2002	Trinity	Unlined Tank Car	AZXX010070
2002	Trinity	Unlined Tank Car	AZXX010071
2002	Trinity	Unlined Tank Car	AZXX010072
2002	Trinity	Unlined Tank Car	AZXX010073
2002	Trinity	Unlined Tank Car	AZXX010074
2002	Trinity	Unlined Tank Car	AZXX010075
2002	Trinity	Unlined Tank Car	AZXX010076
2002	Trinity	Unlined Tank Car	AZXX010077
2002	Trinity	Unlined Tank Car	AZXX010078
2002	Trinity	Unlined Tank Car	AZXX010080
2002	Trinity	Unlined Tank Car	AZXX010081
2002	Trinity	Unlined Tank Car	AZXX010083
2002	Trinity	Unlined Tank Car	AZXX010084
2002	Trinity	Unlined Tank Car	AZXX010085
2002	Trinity	Unlined Tank Car	AZXX010087