

RECORDATION NO 30365-D FILED
August 31, 2012 03:09 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 "D" 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 10187, 10188, 10190-10196, inclusive, 10198, 10200, 10201, 10206-10208, inclusive, 10210-10214, inclusive, 10216, 10218-10224, inclusive, 10226, 10227, 10230, 10232-10237, inclusive, 10239-10242, inclusive, 10244-10246, inclusive, 10248-10250, inclusive, 10253, 10255-10259, inclusive, 10261-10266, inclusive, 10268-10272, inclusive, 10274-10284, inclusive, and 10286.

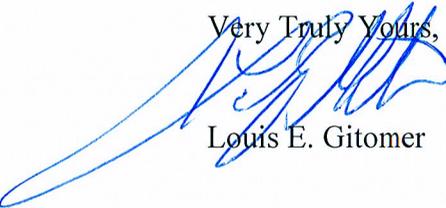
Ms. Cynthia T. Brown
August 31, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 76 tank cars numbered AZXX 10187, 10188, 10190-10196, inclusive, 10198, 10200, 10201, 10206-10208, inclusive, 10210-10214, inclusive, 10216, 10218-10224, inclusive, 10226, 10227, 10230, 10232-10237, inclusive, 10239-10242, inclusive, 10244-10246, inclusive, 10248-10250, inclusive, 10253, 10255-10259, inclusive, 10261-10266, inclusive, 10268-10272, inclusive, 10274-10284, inclusive, and 10286.

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. 005 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: Donna Askren
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:

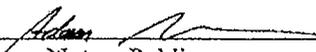
ARIZONA CHEMICAL COMPANY, LLC

By: Kellie Hardee
Name: Kellie Hardee
Title: Treasurer

STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

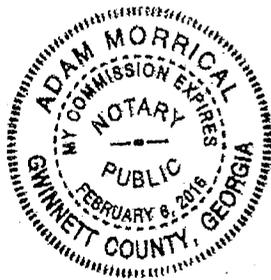
I HEREBY CERTIFY, that on this 30th day of August, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Donna Astren, who acknowledged himself to be the AVP of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name 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	Unlined Tank Car	AZXX010187
2002	Trinity	Unlined Tank Car	AZXX010188
2002	Trinity	Unlined Tank Car	AZXX010190
2002	Trinity	Unlined Tank Car	AZXX010191
2002	Trinity	Unlined Tank Car	AZXX010192
2002	Trinity	Unlined Tank Car	AZXX010193
2002	Trinity	Unlined Tank Car	AZXX010194
2002	Trinity	Unlined Tank Car	AZXX010195
2002	Trinity	Unlined Tank Car	AZXX010196
2002	Trinity	Unlined Tank Car	AZXX010198
2002	Trinity	Unlined Tank Car	AZXX010200
2002	Trinity	Unlined Tank Car	AZXX010201
2002	Trinity	Unlined Tank Car	AZXX010206
2002	Trinity	Unlined Tank Car	AZXX010207
2002	Trinity	Unlined Tank Car	AZXX010208
2002	Trinity	Unlined Tank Car	AZXX010210
2002	Trinity	Unlined Tank Car	AZXX010211
2002	Trinity	Unlined Tank Car	AZXX010212
2002	Trinity	Unlined Tank Car	AZXX010213
2002	Trinity	Unlined Tank Car	AZXX010214
2002	Trinity	Unlined Tank Car	AZXX010216
2002	Trinity	Unlined Tank Car	AZXX010218
2002	Trinity	Unlined Tank Car	AZXX010219
2002	Trinity	Unlined Tank Car	AZXX010220
2002	Trinity	Unlined Tank Car	AZXX010221
2002	Trinity	Unlined Tank Car	AZXX010222
2002	Trinity	Unlined Tank Car	AZXX010223
2002	Trinity	Unlined Tank Car	AZXX010224
2002	Trinity	Unlined Tank Car	AZXX010226
2002	Trinity	Unlined Tank Car	AZXX010227
2002	Trinity	Unlined Tank Car	AZXX010230
2002	Trinity	Unlined Tank Car	AZXX010232
2002	Trinity	Unlined Tank Car	AZXX010233
2002	Trinity	Unlined Tank Car	AZXX010234
2002	Trinity	Unlined Tank Car	AZXX010235

2002	Trinity	Unlined Tank Car	AZXX010236
2002	Trinity	Unlined Tank Car	AZXX010237
2002	Trinity	Unlined Tank Car	AZXX010239
2002	Trinity	Unlined Tank Car	AZXX010240
2002	Trinity	Unlined Tank Car	AZXX010241
2002	Trinity	Unlined Tank Car	AZXX010242
2002	Trinity	Unlined Tank Car	AZXX010244
2002	Trinity	Unlined Tank Car	AZXX010245
2002	Trinity	Unlined Tank Car	AZXX010246
2002	Trinity	Unlined Tank Car	AZXX010248
2002	Trinity	Unlined Tank Car	AZXX010249
2002	Trinity	Unlined Tank Car	AZXX010250
2002	Trinity	Unlined Tank Car	AZXX010253
2002	Trinity	Unlined Tank Car	AZXX010255
2002	Trinity	Unlined Tank Car	AZXX010256
2002	Trinity	Unlined Tank Car	AZXX010257
2002	Trinity	Unlined Tank Car	AZXX010258
2002	Trinity	Unlined Tank Car	AZXX010259
2002	Trinity	Unlined Tank Car	AZXX010261
2002	Trinity	Unlined Tank Car	AZXX010262
2002	Trinity	Unlined Tank Car	AZXX010263
2002	Trinity	Unlined Tank Car	AZXX010264
2002	Trinity	Unlined Tank Car	AZXX010265
2002	Trinity	Unlined Tank Car	AZXX010266
2002	Trinity	Unlined Tank Car	AZXX010268
2002	Trinity	Unlined Tank Car	AZXX010269
2002	Trinity	Unlined Tank Car	AZXX010270
2002	Trinity	Unlined Tank Car	AZXX010271
2002	Trinity	Unlined Tank Car	AZXX010272
2002	Trinity	Unlined Tank Car	AZXX010274
2002	Trinity	Unlined Tank Car	AZXX010275
2002	Trinity	Unlined Tank Car	AZXX010276
2002	Trinity	Unlined Tank Car	AZXX010277
2002	Trinity	Unlined Tank Car	AZXX010278
2002	Trinity	Unlined Tank Car	AZXX010279
2002	Trinity	Unlined Tank Car	AZXX010280
2002	Trinity	Unlined Tank Car	AZXX010281
2002	Trinity	Unlined Tank Car	AZXX010282
2002	Trinity	Unlined Tank Car	AZXX010283
2002	Trinity	Unlined Tank Car	AZXX010284
2002	Trinity	Unlined Tank Car	AZXX010286