

August 31, 2012 03:12 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

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 "E" 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 54 tank cars numbered AZXX 10288-10290, inclusive, 10292-10295, inclusive, 10297-10308, inclusive, 10310, 10311, 10313-10316, inclusive, 10321-10336, inclusive, 10338, 10340, 10341, 10344, 10345, 10347-10353, inclusive, and 10355.

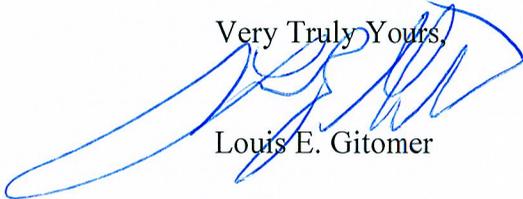
Ms. Cynthia T. Brown
August 31, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@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 54 tank cars numbered AZXX 10288-10290, inclusive, 10292-10295, inclusive, 10297-10308, inclusive, 10310, 10311, 10313-10316, inclusive, 10321-10336, inclusive, 10338, 10340, 10341, 10344, 10345, 10347-10353, inclusive, and 10355.

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. 006 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

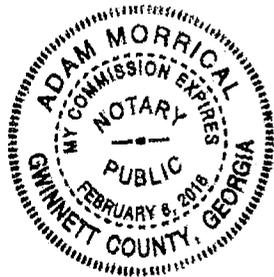
STATE OF Georgia)
) ss.
COUNTY OF Connetquot)

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.

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

Arizona Chemical Company, LLC
Schedule #006 - Exhibit A

Year	Manufacturer	Description	Car Numbers
2002	Trinity	Unlined Tank Car	AZXX010288
2002	Trinity	Unlined Tank Car	AZXX010289
2002	Trinity	Unlined Tank Car	AZXX010290
2002	Trinity	Unlined Tank Car	AZXX010292
2002	Trinity	Unlined Tank Car	AZXX010293
2002	Trinity	Unlined Tank Car	AZXX010294
2002	Trinity	Unlined Tank Car	AZXX010295
2002	Trinity	Unlined Tank Car	AZXX010297
2002	Trinity	Unlined Tank Car	AZXX010298
2002	Trinity	Unlined Tank Car	AZXX010299
2002	Trinity	Unlined Tank Car	AZXX010300
2002	Trinity	Unlined Tank Car	AZXX010301
2002	Trinity	Unlined Tank Car	AZXX010302
2002	Trinity	Unlined Tank Car	AZXX010303
2002	Trinity	Unlined Tank Car	AZXX010304
2002	Trinity	Unlined Tank Car	AZXX010305
2002	Trinity	Unlined Tank Car	AZXX010306
2002	Trinity	Unlined Tank Car	AZXX010307
2002	Trinity	Unlined Tank Car	AZXX010308
2002	Trinity	Unlined Tank Car	AZXX010310
2002	Trinity	Unlined Tank Car	AZXX010311
2002	Trinity	Unlined Tank Car	AZXX010313
2002	Trinity	Unlined Tank Car	AZXX010314
2002	Trinity	Unlined Tank Car	AZXX010315
2002	Trinity	Unlined Tank Car	AZXX010316
2002	Trinity	Unlined Tank Car	AZXX010321
2002	Trinity	Unlined Tank Car	AZXX010322
2002	Trinity	Unlined Tank Car	AZXX010323
2002	Trinity	Unlined Tank Car	AZXX010324
2002	Trinity	Unlined Tank Car	AZXX010325
2002	Trinity	Unlined Tank Car	AZXX010326
2002	Trinity	Unlined Tank Car	AZXX010327
2002	Trinity	Unlined Tank Car	AZXX010328

2002	Trinity	Unlined Tank Car	AZXX010329
2002	Trinity	Unlined Tank Car	AZXX010330
2002	Trinity	Unlined Tank Car	AZXX010331
2002	Trinity	Unlined Tank Car	AZXX010332
2002	Trinity	Unlined Tank Car	AZXX010333
2002	Trinity	Unlined Tank Car	AZXX010334
2002	Trinity	Unlined Tank Car	AZXX010335
2002	Trinity	Unlined Tank Car	AZXX010336
2002	Trinity	Unlined Tank Car	AZXX010338
2002	Trinity	Unlined Tank Car	AZXX010340
2002	Trinity	Unlined Tank Car	AZXX010341
2002	Trinity	Unlined Tank Car	AZXX010344
2002	Trinity	Unlined Tank Car	AZXX010345
2002	Trinity	Unlined Tank Car	AZXX010347
2002	Trinity	Unlined Tank Car	AZXX010348
2002	Trinity	Unlined Tank Car	AZXX010349
2002	Trinity	Unlined Tank Car	AZXX010350
2002	Trinity	Unlined Tank Car	AZXX010351
2002	Trinity	Unlined Tank Car	AZXX010352
2002	Trinity	Unlined Tank Car	AZXX010353
2002	Trinity	Unlined Tank Car	AZXX010355