

RECORDATION NO. 30365-J
FILED January 14, 2013 03:08 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

January 14, 2013

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 Assignment of Subleases, a secondary document, dated as of January 11, 2013. The primary document to which this is connected is recorded under Recordation No. 30365. We request that this document be recorded under Recordation No. 30365-J.

The names and addresses of the parties to the Memorandum of Assignment of Subleases 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 Assignment of Subleases consists of 35 tank cars numbered AZXX 20002, 20005, 20007, 20010, 20013-20016, inclusive, 20023, 20025, 20029-20031, inclusive, 20039, 20045, 20047, 20051, 20054, 20057, 20058, 20060, 20061, 20066, 20069, 20078, 20082, 20090, 20093, 20097, 20100, 20102, 20104, 20107, 20108, and 20111.

Ms. Cynthia T. Brown
January 14, 2013
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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 Assignment of Subleases 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 35 tank cars numbered AZXX 20002, 20005, 20007, 20010, 20013-20016, inclusive, 20023, 20025, 20029-20031, inclusive, 20039, 20045, 20047, 20051, 20054, 20057, 20058, 20060, 20061, 20066, 20069, 20078, 20082, 20090, 20093, 20097, 20100, 20102, 20104, 20107, 20108, and 20111.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

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 January ____, 2013 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

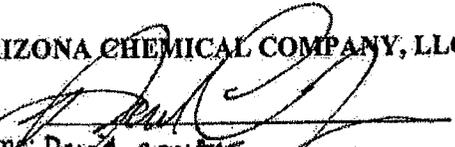
THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of January 11, 2013, by and between ARIZONA CHEMICAL COMPANY, LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC, ("Lessor"), with reference to the following:

Lessee, as lessee, Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of December 17, 2012 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor, a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) to the extent the same relate to the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[*signatures appear on next page*]

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

ARIZONA CHEMICAL COMPANY, LLC

By: 
Name: David Conner
Title: VP HR & Corporate Communications

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name: _____
Title: _____

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

ARIZONA CHEMICAL COMPANY, LLC

BANC OF AMERICA LEASING & CAPITAL, LLC

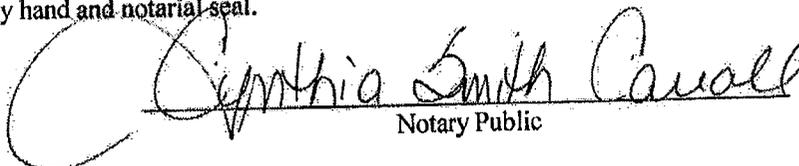
By: _____
Name: _____
Title: _____

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

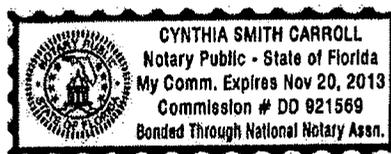
STATE OF Florida)
) ss.
COUNTY OF Duval)

I HEREBY CERTIFY, that on this 11th day of January, 2013, before me, the undersigned, a Notary Public of the State of Florida, personally appeared David Gault, who acknowledged himself to be the VP of HR & corporate communications 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 officer of said company by signing the name of the company by himself as the VP of HR & corporate communications

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: 11-20-2013.



STATE OF GA)
) ss.
COUNTY OF Gwinnett)

I HEREBY CERTIFY, that on this 2 day of January, 2013, before me, the undersigned, a Notary Public of the State of GA, personally appeared Donna Askren, who acknowledged himself to be the Assistant 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 officer of said company by signing the name of the company by himself as the officer.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Feb 6, 2016.

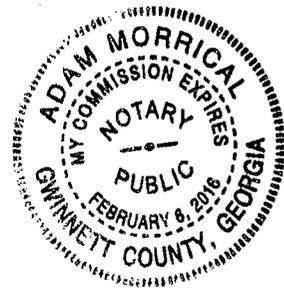


EXHIBIT A
DESCRIPTION OF UNITS
Thirty-five (35) tank cars numbered:

AZXX020002
AZXX020005
AZXX020007
AZXX020010
AZXX020013
AZXX020014
AZXX020015
AZXX020016
AZXX020023
AZXX020025
AZXX020029
AZXX020030
AZXX020031
AZXX020039
AZXX020045
AZXX020047
AZXX020051
AZXX020054
AZXX020057
AZXX020058
AZXX020061
AZXX020066
AZXX020078
AZXX020082
AZXX020090
AZXX020093
AZXX020097
AZXX020100
AZXX020102
AZXX020107
AZXX020108
AZXX020111
AZXX020104
AZXX020060
AZXX020069

Sublessee: Nexeo Solutions, LLC