

RECORDATION NO. 31455 FILED
October 31, 2014 4:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 31, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of October 31, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Fifth Third Equipment Finance Company 38 Fountain Square Plaza Cincinnati, OH 45263
Lessee:	Pinnacle Polymers, LLC One Pinnacle Avenue Garyville, LA 70051

A description of the railroad equipment covered by the enclosed document is:

396 covered hopper railcars: SHPX 462800 – SHPX 463200 (excluding 462846, 462969, 462970, 462978 and 463143) to be remarked PINX 462800 – PINX 463200 (excluding 462846, 462969, 462978 and 463143)

Section Chief
October 31, 2014
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of October 31, 2014

between

PINNACLE POLYMERS, LLC,
as Lessee

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2014 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 31, 2014, by and between PINNACLE POLYMERS, LLC ("Lessee") and FIFTH THIRD EQUIPMENT FINANCE COMPANY ("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 Schedule No. 1 dated as of October 31, 2014 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement No. [18] dated as of October 31, 2014 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

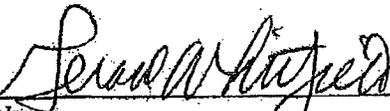
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: 
Name: **Gerald Whitfield, VP**
Title:

PINNACLE POLYMERS, 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.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: _____
Name:
Title:

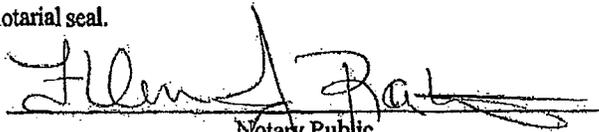
PINNACLE POLYMERS, LLC

By: *Deneice Bercegeal*
Name: *Deneice Bercegeal*
Title: *Vice President Distribution Logistics*

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 30th day of October, 2014, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Garald Whitfield, who acknowledged himself to be the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY, 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 VP of said company by signing the name of the company by himself as the VP.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: 02-20-2019.



Ellen J. Ratney
Notary Public State of Ohio
My Commission Expires 02-20-2019

STATE OF Louisiana)
COUNTY OF St. Martin) ss.

I HEREBY CERTIFY, that on this 30th day of October, 2014, before me, the undersigned, a Notary Public of the State of Louisiana, personally appeared Damela Bercega, who acknowledged himself to be the Vice President Distribution Logistics of REGIONS EQUIPMENT FINANCE CORPORATION, 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 representative of said company by signing the name of the company by himself as the Vice President Distribution Logistics

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: on death

Darryl J. Bechel, Notary Public
La. Bar # 22949
Attorney at Law
My commission is for life.

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

396 Covered Hopper Railcars with marks numbered SHPX 462800 - 463200 (excluding 462846, 462969, 462970, 462978, 463143) and to be remarked as PINX 462800 - 463200 (excluding 462846, 462969, 462970, 462978, 463143)

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10 | 31 | 14

Edward M Luria
Edward M. Luria