



RECORDATION NO. 31327
FILED AUGUST 12, 2014 12:56 PM
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

August 12, 2014

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease Agreement dated August 5, 2014 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Evergreen Packaging Inc.
5350 Poplar Avenue, Suite 600
Memphis, TN 38119

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

70 box cars as more particularly set forth in the exhibit attached to the document within the series AOK 473250 - AOK 473396.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$44.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

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**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**EVERGREEN PACKAGING INC.
("LESSEE")**

AUGUST 5, 2014

This Memorandum of Lease Agreement is made and entered into as of August 5, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Evergreen Packaging Inc., a Delaware corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor seventy (70) 50'6" Plate F Boxcar railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

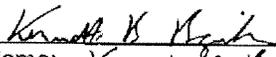
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: Daniel P. Penarch
Title: President

LESSEE:

EVERGREEN PACKAGING INC.

By: 
Print Name: Kenneth B. Smith
Title: CEO

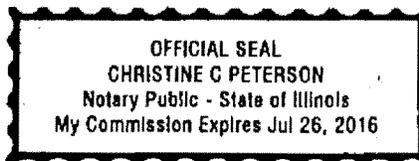
STATE OF ILLINOIS

COUNTY OF COOK

On this 11th day of August, 2014, before me personally appeared Daniel P. Penovich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C. Peterson
NOTARY PUBLIC

My commission expires: 7/26/16



STATE OF Tennessee

COUNTY OF Shelby

On this 7th day of August, 2014, before me personally appeared Kenneth B. Baymiller, to me personally known, who being by me duly sworn, says that he is the CEO of Evergreen Packaging Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Catherine G. Miller
NOTARY PUBLIC

My commission expires:

My Commission Expires:
December 20, 2014



EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	AOK	473250
2	AOK	473251
3	AOK	473254
4	AOK	473255
5	AOK	473256
6	AOK	473257
7	AOK	473259
8	AOK	473262
9	AOK	473263
10	AOK	473265
11	AOK	473268
12	AOK	473269
13	AOK	473271
14	AOK	473272
15	AOK	473275
16	AOK	473278
17	AOK	473282
18	AOK	473286
19	AOK	473290
20	AOK	473291
21	AOK	473293
22	AOK	473294
23	AOK	473297
24	AOK	473298
25	AOK	473300
26	AOK	473301
27	AOK	473302
28	AOK	473303
29	AOK	473304
30	AOK	473305
31	AOK	473307
32	AOK	473308
33	AOK	473309
34	AOK	473311
35	AOK	473315

<u>Count</u>	<u>Mark</u>	<u>Number</u>
36	AOK	473317
37	AOK	473320
38	AOK	473321
39	AOK	473326
40	AOK	473328
41	AOK	473330
42	AOK	473331
43	AOK	473334
44	AOK	473335
45	AOK	473337
46	AOK	473338
47	AOK	473344
48	AOK	473346
49	AOK	473351
50	AOK	473354
51	AOK	473358
52	AOK	473359
53	AOK	473361
54	AOK	473363
55	AOK	473365
56	AOK	473367
57	AOK	473370
58	AOK	473374
59	AOK	473377
60	AOK	473378
61	AOK	473379
62	AOK	473380
63	AOK	473382
64	AOK	473387
65	AOK	473388
66	AOK	473389
67	AOK	473390
68	AOK	473391
69	AOK	473395
70	AOK	473396