

**LAW OFFICES OF LOUIS E. GITOMER, LLC**  
**600 BALTIMORE AVENUE, SUITE 301, TOWSON, MD 21204**  
**410-296-2250      LOU@LGRAILLAW.COM**

August 19, 2016

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 19, 2016. The primary document to which this is connected is recorded under Recordation Number 30365. We request that this document be recorded under Recordation No. 30365-P.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
1800 Dutch Lane, Lot 79  
Jeffersonville, IN 47130

Lessee:

Arizona Chemical Company, LLC  
4600 Touchton Road E.  
Jacksonville, FL 32246

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A description of the equipment covered by the Memorandum of Lease Agreement consists of 28 tank cars numbered AZXX 15019-15038, inclusive, and 25000-25007, inclusive.

A fee of \$43.00 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 & Capital, LLC, 1800 Dutch Lane, Lot 79, Jeffersonville, IN 47130, and Arizona Chemical Company, LLC, 4600 Touchton Road E., Jacksonville, FL 32246, covering 28 tank cars numbered AZXX 15019-15038, inclusive, and 25000-25007, inclusive.

Very Truly Yours,

*Louis E. Gitomer*

Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of August 19, 2016

between

ARIZONA CHEMICAL COMPANY, LLC,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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

on \_\_\_\_\_ 2016 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of ~~August 19, 2016~~, 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. 17600-90000 dated as of August 30, 2012, and Schedule No. 008 thereto and incorporating the terms thereof, dated as of July 27, 2016 (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:   
Name: Donna Askren  
Title: Assistant Vice President

ARIZONA CHEMICAL COMPANY, LLC

By:   
Name: JAMES STANLEY RICE  
Title: Treasurer

STATE OF Texas )  
 ) ss.  
COUNTY OF Harris )

I HEREBY CERTIFY, that on this 15 day of August 2016, before me, the undersigned, a Notary Public of the State of Texas, personally appeared James Stanley Rice, 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 signer of said company by signing the name of the company by himself as the officer of the Co.

AS WITNESS my hand and notarial seal.

Bianca Garcia Flanagan  
\_\_\_\_\_  
Notary Public

My commission expires: 5-08-2018.



STATE OF Indiana )  
 ) ss.  
COUNTY OF Clark )

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of August 2014 before me, the undersigned, a Notary Public of the State of Indiana, personally appeared Donna Askren, who acknowledged himself to be the ASST. 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 representative of said company by signing the name of the company by himself as the ASST. VICE PRESIDENT

AS WITNESS my hand and notarial seal.

Virginia D. Pattison  
Notary Public

My commission expires: 11-4-2016.



EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Arizona Chemical Company, LLC  
Schedule #008 - Exhibit A

Year	Manufacturer	Description	Car Numbers
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15019
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15020
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15021
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15022
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15023
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15024
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15025
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15026
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15027
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15028
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15029
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15030
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15031
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15032
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15033
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15034
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15035
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15036
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15037
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX15038
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25000
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25001
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25002
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25003
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25004
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25005
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25006
2016	ARI	Exterior Coiled and Insulated Jacketed Tank Car	AZXX25007