

# MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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NATIONS BANK CORPORATE CENTER  
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CHARLOTTE, NORTH CAROLINA 28202-4003  
January 14, 1997

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REGISTRATION NO. 20502 FILED 1425

JAN 15 1997 10:51 AM

Secretary  
Surface Transportation Board  
1201 Constitution Avenue, NW  
Room 2311  
Washington, DC 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

**Re: Memorandum of Lease Agreement**

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated as of December 30, 1996, 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: NationsBank of Texas, N.A.  
c/o NationsBank Leasing Corporation of North Carolina  
NationsBank Plaza  
101 South Tryon Street, NC1-002-38-20  
Charlotte, NC 28255-0001

Lessee: LaRoche Industries, Inc.  
1100 Johnson Ferry Road, N.E.  
Atlanta, GA 30342

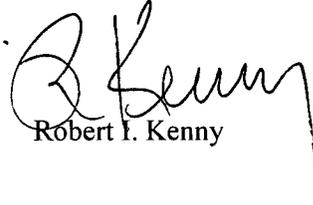
A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned

Very truly yours,

MOORE & VAN ALLEN, PLLC

  
Robert I. Kenny

Enclosures

**SCHEDULE I**

**DESCRIPTION OF EQUIPMENT**

1	Number of Railroad Cars	225
2	Description of Railroad Cars	5,191 cubic foot capacity covered triple hopper railroad cars
3	Marks	WWLX
4	Railroad Car Numbers.	961000-961224

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

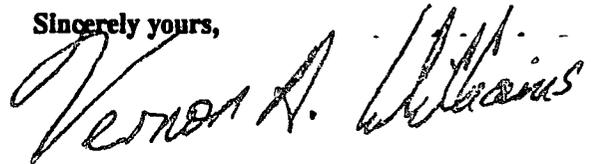
1/15/97

Robert I. Kenny  
Moore & Van Allen, PLLC  
NationsBank Corporate Center  
100 North Tryon Street Floor 47  
Charlotte, North Carolina 28202-4003

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/15/97 at 10 55AM , and assigned recordation number(s). 20502.

Sincerely yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



JAN 15 1997 -10 55 AM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 30, 1996, is between NATIONSBANK OF TEXAS, NATIONAL ASSOCIATION, a national banking association ("Lessor"), and LAROCHE INDUSTRIES INC., a Delaware corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Master Equipment Lease Agreement dated as of December 1, 1996 (the "Lease") and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NATIONSBANK OF TEXAS, NATIONAL ASSOCIATION

By: M. Randall Ross  
Name: M. RANDALL ROSS  
Title: SENIOR VICE PRESIDENT

LAROCHE INDUSTRIES INC.

By: Richard H. Wetts  
Name: Richard H. Wetts  
Title: Secretary and Vice President

STATE OF North Carolina

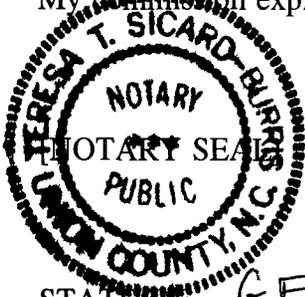
COUNTY OF Mecklenburg

I, Teresa T. Sicard-Burris, a Notary Public in and for said state and county, do hereby certify that M. Randall Ross personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 13<sup>th</sup> day of JANUARY 1997.

Teresa T. Sicard-Burris  
Notary Public

My commission expires: My Commission Expires 12-14-97



STATE OF GEORGIA

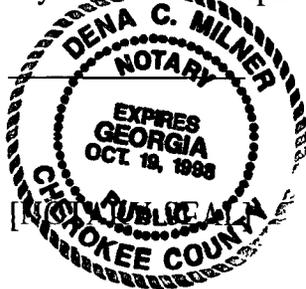
COUNTY OF FULTON

I, Dena C. Milner, a Notary Public in and for said state and county, do hereby certify that Richard H. Watts personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 10 day of December, 1996.

Dena C. Milner  
Notary Public

My commission expires:



## SCHEDULE I

### DESCRIPTION OF EQUIPMENT

1. Number of Cars: 225
2. Description of Cars: 5,191 cubic foot capacity covered triple hopper railroad cars
3. Car Numbers and Marks: WWLX 961000 - WWLX 961224