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OF COUNSEL
URBAN A. LESTER

September 30, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24144 FILED

SEP 30 '02 4:34 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

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 September 27, 2002, 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: Citizens Leasing Corporation
One Citizens Plaza
Providence, RI 02903-1339

Lessee: Arizona Chemical Company
P.O. Box 550850
Jacksonville, FL 32255

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

62 railcars within the series AZXX 10041 - AZXX 10208

15 railcars within the series AZXX 20013 - AZXX 20030

Mr. Vernon A. Williams
September 30, 2002
Page Two

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

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 24144 FILED

MEMORANDUM OF LEASE AGREEMENT

SEP 30 '02 4-34PM

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement, made and entered into as of September 27, 2002, by and between Citizens Leasing Corporation, as lessor ("*Lessor*") and Arizona Chemical Company, a Delaware corporation, as lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement, dated as of September 27, 2002 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the terms and conditions of the Lease Agreement.

This Memorandum of Lease Agreement may be executed in as many counterparts as may be convenient and necessary. All counterparts shall collectively constitute a single instrument.

[Signatures on Next Page]

EXHIBIT A

UNITS

REPORTING MARK	RUNNING NUMBER
AZXX	20013
AZXX	20014
AZXX	20015
AZXX	20016
AZXX	20017
AZXX	20018
AZXX	20019
AZXX	20020
AZXX	20022
AZXX	20023
AZXX	20024
AZXX	20025
AZXX	20026
AZXX	20029
AZXX	20030
AZXX	10041
AZXX	10042
AZXX	10043
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AZXX	10046
AZXX	10047
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AZXX	10064

REPORTING MARK	RUNNING NUMBER
AZXX	10065
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AZXX	10204
AZXX	10208