

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

September 30, 2002

RECORDATION NO. 24145 FILED

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

SEP 30 '02 4:44 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: NorLease, Inc.
50 South LaSalle Street
Chicago, IL 60675

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

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

AZXX 10020 – AZXX 10040
AZXX 20005 – AZXX 20011

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. 24145 FILED

SEP 30 '02 4-44PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement, made and entered into as of September 27, 2002, by and between NorLease, Inc., 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 in 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	20005
AZXX	20006
AZXX	20007
AZXX	20008
AZXX	20009
AZXX	20010
AZXX	20011
AZXX	10020
AZXX	10021
AZXX	10022
AZXX	10023
AZXX	10024
AZXX	10025
AZXX	10026
AZXX	10027
AZXX	10028
AZXX	10029
AZXX	10030
AZXX	10031
AZXX	10032
AZXX	10033
AZXX	10034
AZXX	10035
AZXX	10036
AZXX	10037
AZXX	10038
AZXX	10039
AZXX	10040