

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

October 30, 2002

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

RECORDATION NO. 24145-A FILED

OCT 30 '02 11-42 AM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

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 October 30, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 24145.

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:

32 railcars within the series AZXX 20052 - AZXX 20086
38 railcars within the series AZXX 10136 - AZXX 10225

Mr. Vernon A. Williams
October 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

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into as of October 30, 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]

RECORDATION NO. 24145-A FILED

OCT 30 '02 11-42 AM

SURFACE TRANSPORTATION BOARD

EXHIBIT A

UNITS

AZXX	20052-20068, inclusive
AZXX	20070
AZXX	20072-20077, inclusive
AZXX	20079-20086, inclusive
AZXX	10136-10139, inclusive
AZXX	10141-10143, inclusive
AZXX	10146-10150, inclusive
AZXX	10188
AZXX	10190
AZXX	10195
AZXX	10197
AZXX	10200
AZXX	10203
AZXX	10205-10207, inclusive
AZXX	10209-10225, inclusive