

August 31, 2012 03:15 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

August 31, 2012

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 Termination, a secondary document, dated as of August 31, 2012. The primary document to which this is connected is recorded under Recordation Number 24144. We request that this document be recorded under Recordation Number 24144-C.

The names and addresses of the parties to the Termination are:

Lessor:

RBS Asset Finance, Inc., as successor in interest to Citizens Leasing Corporation
480 Jefferson Boulevard
Warwick, RI 02886

Lessee:

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

A description of the equipment covered by the Termination consists of 163 tank cars numbered AZXX 10041-10135, inclusive, 10140, 10144, 10145, 10151-10158, inclusive, 10189, 10191-10194, inclusive, 10196, 10198, 10199, 10201, 10202, 10204, 10208, 10340, 10345, 20012-20051, inclusive, 20069, 20071, and 2004.

Ms. Cynthia T. Brown
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A fee of \$42.00 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 Termination between RBS Asset Finance, Inc., as successor in interest to Citizens Leasing Corporation, 480 Jefferson Boulevard, Warwick, RI 02886, and Arizona Chemical Company, LLC, 4600 Touchton Road E., Jacksonville, FL 32246, covering 163 tank cars numbered AZXX 10041-10135, inclusive, 10140, 10144, 10145, 10151-10158, inclusive, 10189, 10191-10194, inclusive, 10196, 10198, 10199, 10201, 10202, 10204, 10208, 10340, 10345, 20012-20051, inclusive, 20069, 20071, and 2004.

Very Truly Yours,

Louis E. Gitomer

Enclosure

TERMINATION

This Termination, dated as of August 31, 2012, is between RBS Asset Finance, Inc, as successor in interest to Citizens Leasing Corporation ("RBS"), as lessor, and Arizona Chemical Company ("Arizona"), as lessee.

WHEREAS, RBS and Arizona entered that certain Lease Agreement dated September 27, 2002 (the "Lease") for the tank cars described below; and

WHEREAS, a Memorandum of Lease Agreement dated as of September 27, 2002 (the "September 27 Memorandum") between RBS, as lessor, and Arizona, as lessee, was recorded at the Surface Transportation Board (the "Board") on September 30, 2002 under Recordation No. 24144 for 77 tank cars numbered AZXX 10041-10084, inclusive, 10086, 10089, 10090, 10093, 10094, 10095, 10189, 10191-10194, inclusive, 10198, 10199, 10201, 10202, 10204, 10208, 20013-20020, inclusive, 20022-20026, inclusive, 20029, and 20030 (the "77 Tank Cars"); and

WHEREAS, a Memorandum of Lease Agreement dated as of October 30, 2002 (the "October 30 Memorandum") between RBS, as lessor, and Arizona, as lessee, was recorded at the Board on October 30, 2002 under Recordation No. 24144-A for 69 tank cars numbered AZXX 10085, 10087, 10088, 10091, 10092, 10096-10131, inclusive, 10133, 10135, 2004, 20012, 20021, 20027, 20028, and 20031-20051, inclusive (the "69 Tank Cars"); and

WHEREAS, a Memorandum of Lease Agreement dated as of November 27, 2002 (the "November 27 Memorandum") between RBS, as lessor, and Arizona, as lessee, was recorded at the Board on December 3, 2002 under Recordation No. 24144-B for 17 tank cars numbered AZXX 10132, 10134, 10140, 10144, 10145, 10151-10158, inclusive, 10340, 10345, 20069, and 20071 (the "17 Tank Cars"); and

WHEREAS, the duties and obligations of the parties to the Lease, the September 27 Memorandum, the October 30 Memorandum, and the November 27 Memorandum with respect to the 77 Tank Cars, the 69 Tank Cars, and the 17 Tank Cars (the "Equipment") have been satisfied and discharged.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, RBS and Arizona hereby terminate and cancel the Lease, the September 27 Memorandum, the October 30 Memorandum, and the November 27 Memorandum with respect to the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease, the September 27 Memorandum, the October 30 Memorandum, and the November 27 Memorandum stated to survive such termination.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

RBS Asset Finance, Inc.
as Successor or Interest to
Citizens Leasing Corporation,
as lessor

Arizona Chemical Company, LLC,
as lessee

By: Debra L. Lucchesi

By: _____

Name: Debra L. Lucchesi
Assistant Vice President

Name: _____

Title: _____

Title: _____

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

RBS Asset Finance, Inc.
as Successor or Interest to
Citizens Leasing Corporation,
as lessor

Arizona Chemical Company, LLC,
as lessee

By: _____

Name: _____

Title: _____

By: Kellie Hardee

Name: Kellie Hardee

Title: Treasurer

STATE OF FLORIDA)
) ss.
County of Duval)

On this ___ day of August 2012, before me, Melissa Nelson, the undersigned Notary Public, personally appeared Kellie Hardie personally known to me to be the person who executed the within instrument as Treasurer on behalf of the Arizona Chemical Company, LLC, and acknowledged to me that the corporation executed it.

Melissa Nelson
Notary Public for Florida
My Commission expires September 05, 2015

