

RECORDATION NO 30241 FILED

May 31, 2012 02:37 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

May 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 Memorandum of Lease Agreement, a primary document, dated as of May 31, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02903

Lessee:

DAK Americas LLC
6324 Fairview Road
Charlotte, NC 28210

A description of the equipment covered by the Memorandum of Lease Agreement consists of 14 tank cars numbered DAKX 29902, 29911-29923, inclusive.

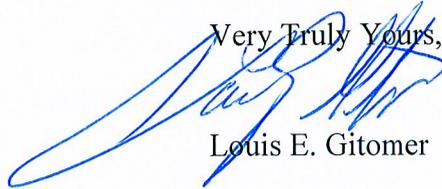
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
May 31, 2012
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and DAK Americas LLC, 6324 Fairview Road, Charlotte, NC 28210, covering 14 tank cars numbered DAKX 29902, 29911-29923, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of May 31, 2012

between

DAK AMERICAS LLC,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on May 31, 2012 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 31, 2012, by and between DAK AMERICAS LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Schedule No. 007 dated as of May 31, 2012 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement No. 20120-90000 dated as of May 27, 2009 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Patricia Smith-Disu*
Name: **Patricia Smith-Disu**
Title: **Vice President**

DAK AMERICAS LLC

By: *[Signature]*
Name: **[Name]**
Title: **[Title]**

By: *[Signature]*
Name: **[Name]**
Title: **[Title]**



IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

DAK AMERICAS LLC

By: _____
Name: OSCAR JAVIER MONTENEGRO TLEDISO
Title: Sr. VP of Corporate Development

By: _____
Name: ALFONSO GUTIERREZ MARTINEZ
Title: Sr. Dir. Corporate Administration



STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

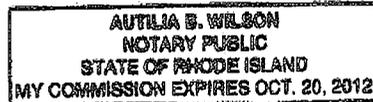
I HEREBY CERTIFY, that on this 30th day of May, 2012, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disu, who acknowledged himself to be the Vice-President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice president of said company by signing the name of the company by himself as the Vice president.

AS WITNESS my hand and notarial seal.

Autilia B. Wilson

Notary Public

My commission expires: 10/20/2012.



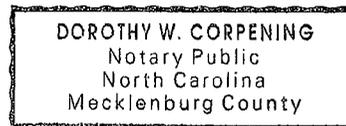
STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

I HEREBY CERTIFY, that on this 25 day of May, 2012, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Michael J. Corpening, who acknowledged himself to be the General Manager of DAK AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized OFFICER of said company by signing the name of the company by himself as the SECRETARY/CLERK (CORPORATION).

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept 2, 2013.



STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

I HEREBY CERTIFY, that on this 25 day of May, 2012, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Michael J. Corpening, who acknowledged himself to be the General Manager of DAK AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized OFFICER of said company by signing the name of the company by himself as the SECRETARY/CLERK (CORPORATION).

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept 2, 2013.

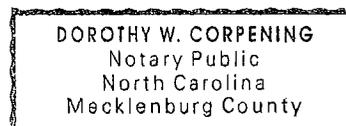


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Delivery Location: 3500 Daniels Rd.,
NE Leland, NC 28451

Quantity -Railcar Description	Year Built	Railcar Number
(14) General Service Tank Cars	1	1997
22,400 Gallon NCNI tank	2	1997
	3	1997
Car Initial: DAKX	4	1997
	5	1997
	6	1997
	7	1997
	8	1997
	9	1997
	10	1997
	11	1997
	12	1997
	13	1997
	14	1997
Subtotal	14	