

RECORDATION NO 30240 FILED

May 31, 2012 02:41 PM

**SURFACE TRANSPORTATION BOARD LAW OFFICES OF
LOUIS E. GITOMER, LLC.**

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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 64 covered hopper cars numbered DAKX 45004, 45009, 45013, 45014, 45018, 45022, 45023, 45026, 45031, 45032, 45033, 45035, 45036, 45037, 45048, 45053, 45063, 45064, 45066, 45073, 45077, 45078, 45079, 45083, 45092, 45102, 45103, 45104, 45110, 45113, 45114, 45119, 45120, 45128, 45134, 45142, 45154, 45156, 45159, 45161, 45168, 45171, 45174, 45175, 45183, 45204, 45208, 45214, 45218, 45229, 45232, 45237, 45238, 45239, 45247, 45251, 45254, 45256, 45259, 45263, 45265, 45267, 45269, and 45270.

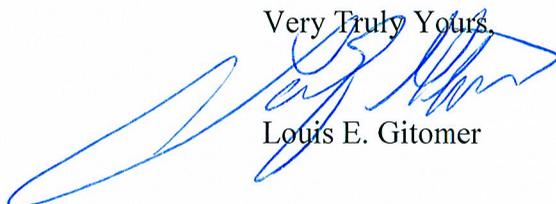
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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

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 64 covered hopper cars numbered DAKX 45004, 45009, 45013, 45014, 45018, 45022, 45023, 45026, 45031, 45032, 45033, 45035, 45036, 45037, 45048, 45053, 45063, 45064, 45066, 45073, 45077, 45078, 45079, 45083, 45092, 45102, 45103, 45104, 45110, 45113, 45114, 45119, 45120, 45128, 45134, 45142, 45154, 45156, 45159, 45161, 45168, 45171, 45174, 45175, 45183, 45204, 45208, 45214, 45218, 45229, 45232, 45237, 45238, 45239, 45247, 45251, 45254, 45256, 45259, 45263, 45265, 45267, 45269, and 45270.

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. 008 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 JOSE NOYEMAYOL TREJISO
Title: Sr. Dir. Corporate Development

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



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

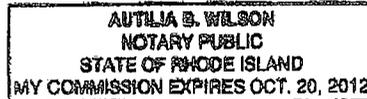
I HEREBY CERTIFY, that on this 30th day of May, 2012, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disu, who acknowledged himself to be the Vice-President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be 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 OSCAR JAVIER MARTINEZ TRINIDAD who acknowledged himself to be the SR. VP. of CORPORATE ADMINISTRATION 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 SR. VP. of CORPORATE ADMINISTRATION.

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept. 2, 2013.

DOROTHY W. CORPENING
Notary Public
North Carolina
Mecklenburg County

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 Miguelo Gomez Martinez, who acknowledged himself to be the SE. DIR. CORPORATE ADMINISTRATION 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 SE. DIR. CORPORATE ADMINISTRATION.

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept. 2, 2013.

DOROTHY W. CORPENING
Notary Public
North Carolina
Mecklenburg County

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
(64) Specialty Covered Hopper Railcars	1	94	45013
5,711-5,800 Cubic Feet, 110 Tons	2	94	45022
(286,000 Pounds GRL)	3	94	45026
	4	94	45035
Car Initial: DAKX	5	94	45036
	6	94	45037
	7	95	45053
	8	95	45066
	9	95	45079
	10	95	45104
	11	95	45110
	12	95	45128
	13	95	45142
	14	95	45154
	15	95	45156
	16	95	45168
	17	95	45171
	18	95	45175
	19	95	45183
	20	95	45204
	21	95	45208
	22	95	45214
	23	95	45218
	24	95	45229
	25	95	45232
	26	95	45237
	27	95	45239
	28	95	45247
	29	95	45254
	30	95	45256
	31	95	45269
	32	94	45004
	33	94	45009
	34	94	45014
	35	94	45018
	36	94	45023
	37	94	45031
	38	94	45032

39	94	45033
40	94	45048
41	95	45063
42	95	45064
43	95	45073
44	95	45077
45	95	45078
46	95	45083
47	95	45092
48	95	45102
49	95	45103
50	95	45113
51	95	45114
52	95	45119
53	95	45120
54	95	45134
55	95	45159
56	95	45161
57	95	45174
58	95	45238
59	95	45251
60	95	45259
61	95	45263
62	95	45265
63	95	45267
64	95	45270

Subtotal 64