

RECORDATION NO 30239 FILED

May 31, 2012 02:43 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 66 covered hopper cars numbered DAKX 45003, 45005, 45006, 45007, 45015, 45034, 45040, 45045, 45049, 45056, 45059, 45067, 45068, 45070, 45076, 45091, 45095, 45096, 45097, 45098, 45105, 45106, 45111, 45127, 45129, 45136, 45141, 45143, 45146, 45150, 45151, 45152, 45155, 45162, 45167, 45178, 45179, 45181, 45187, 45192, 45194, 45195, 45199, 45201, 45203, 45206, 45207, 45209, 45210, 45212, 45217, 45221, 45222, 45223, 45231, 45234, 45236, 45240, 45241, 45250, 45255, 45260, 45261, 45266, 45273, and 45274.

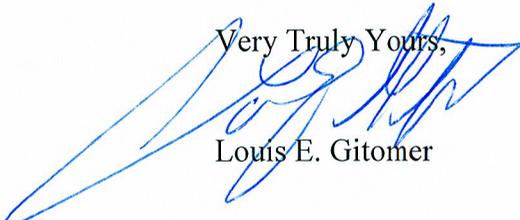
Ms. Cynthia T. Brown
May 31, 2012
Page 2

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 66 covered hopper cars numbered DAKX 45003, 45005, 45006, 45007, 45015, 45034, 45040, 45045, 45049, 45056, 45059, 45067, 45068, 45070, 45076, 45091, 45095, 45096, 45097, 45098, 45105, 45106, 45111, 45127, 45129, 45136, 45141, 45143, 45146, 45150, 45151, 45152, 45155, 45162, 45167, 45178, 45179, 45181, 45187, 45192, 45194, 45195, 45199, 45201, 45203, 45206, 45207, 45209, 45210, 45212, 45217, 45221, 45222, 45223, 45231, 45234, 45236, 45240, 45241, 45250, 45255, 45260, 45261, 45266, 45273, and 45274.

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. 009 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 MARTINEZ TIEBISO
Title: Sr. VP. of Real Estate Development

By: _____
Name: Alejandro Martinez Martinez
Title: Sr. Dir. Corporate Administration



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

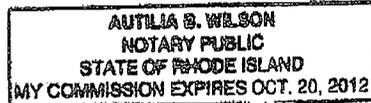
I HEREBY CERTIFY, that on this 30th day of May, 2012, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disu, who acknowledged himself to be the Vice-President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be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



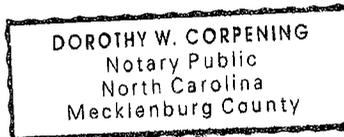
STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

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 SEAN JOSEPH HEMMERT who acknowledged himself to be the SEVP of CORPORATE DEVELOPMENT 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 SEVP of CORPORATE DEVELOPMENT.

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 Alfredo Gonzalez Notary, who acknowledged himself to be the SEVP 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 SEVP of CORPORATE ADMINISTRATION.

AS WITNESS my hand and notarial seal.

Dorothy W. Corpening
Notary Public

My commission expires: Sept 2, 2013.

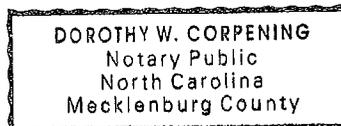


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

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

Quantity -Railcar Description		Year Built	Railcar Number
(66) Specialty Covered Hopper Railcars	1	94	45003
5,711-5,800 Cubic Feet, 110 Tons	2	94	45005
(286,000 Pounds GRL)	3	94	45006
	4	94	45007
Car Initial: DAKX	5	94	45015
	6	94	45034
	7	94	45040
	8	94	45045
	9	94	45049
	10	95	45056
	11	95	45059
	12	95	45067
	13	95	45068
	14	95	45070
	15	95	45076
	16	95	45091
	17	95	45095
	18	95	45096
	19	95	45097
	20	95	45098
	21	95	45105
	22	95	45106
	23	95	45111
	24	95	45127
	25	95	45129
	26	95	45136
	27	95	45141
	28	95	45143
	29	95	45146
	30	95	45150
	31	95	45151
	32	95	45152
	33	95	45155
	34	95	45162
	35	95	45167
	36	95	45178
	37	95	45179
	38	95	45181

	39	95	45187
	40	95	45192
	41	95	45194
	42	95	45195
	43	95	45199
	44	95	45201
	45	95	45203
	46	95	45206
	47	95	45207
	48	95	45209
	49	95	45210
	50	95	45212
	51	95	45217
	52	95	45221
	53	95	45222
	54	95	45223
	55	95	45231
	56	95	45234
	57	95	45236
	58	95	45240
	59	95	45241
	60	95	45250
	61	95	45255
	62	95	45260
	63	95	45261
	64	95	45266
	65	95	45273
	66	95	45274
Total	66		