

August 31, 2012 02:59 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF

LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
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MELANIE B. YASBIN
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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 Memorandum of Lease Agreement, a secondary document, dated as of August 30, 2012. The primary document to which this is connected is recorded under a new Recordation Number. We request that this document be recorded under suffix "A" to the new Recordation Number.

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

Lessor:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

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

A description of the equipment covered by the Memorandum of Lease Agreement consists of 138 tank cars numbered AZXX 10090, 10186, 10287, 10356-10358, inclusive, 10360, 10361, 10363-10367, inclusive, 10369-10383, inclusive, 10385-10415, inclusive, 10417-10424, inclusive, 10426-10428, inclusive, 10431-10436, inclusive, 10438-10440, inclusive, 10442-10444, inclusive, 10447, 10448, 10450-10453, inclusive, 10455, 10456, 10458, 10460-10464, inclusive, 10466-10470, inclusive, 10472, 10474-10476, inclusive, 10478, 10479, 10481, 10482, 10484-10487, inclusive, 32028, 32033, 32036, 32041, 32042, 32046, 32050, 32054, 32066, 32068, 32083, 32088, 32104, 32113, 32114, 33123, 32134, 32203, 32204, 32229, 32312, 32317, 32343, 32359, and 32459.

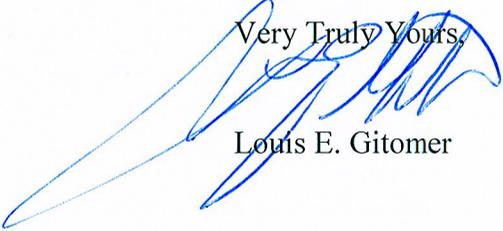
Ms. Cynthia T. Brown
August 31, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Arizona Chemical Company, LLC 4600 Touchton Road E., Jacksonville, FL 32246, covering 138 tank cars numbered AZXX 10090, 10186, 10287, 10356-10358, inclusive, 10360, 10361, 10363-10367, inclusive, 10369-10383, inclusive, 10385-10415, inclusive, 10417-10424, inclusive, 10426-10428, inclusive, 10431-10436, inclusive, 10438-10440, inclusive, 10442-10444, inclusive, 10447, 10448, 10450-10453, inclusive, 10455, 10456, 10458, 10460-10464, inclusive, 10466-10470, inclusive, 10472, 10474-10476, inclusive, 10478, 10479, 10481, 10482, 10484-10487, inclusive, 32028, 32033, 32036, 32041, 32042, 32046, 32050, 32054, 32066, 32068, 32083, 32088, 32104, 32113, 32114, 33123, 32134, 32203, 32204, 32229, 32312, 32317, 32343, 32359, and 32459.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of August 30, 2012

between

ARIZONA CHEMICAL COMPANY, 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 August 30, 2012 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 30, 2012, by and between ARIZONA CHEMICAL COMPANY, 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 Rail Equipment Net Leasing Agreement No. 176000-90000 dated as of August 30, 2012, and Schedule No. 002 thereto and incorporating the terms thereof, dated as of August 30, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

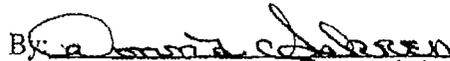
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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: 
Name: **Donna Askren**
Title: **Assistant Vice President**

ARIZONA CHEMICAL COMPANY, LLC

By: _____
Name:
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:

ARIZONA CHEMICAL COMPANY, LLC

By: Kellie Hardee
Name: Kellie Hardee
Title: Treasurer

STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

I HEREBY CERTIFY, that on this 30th day of August, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Danna Astren, who acknowledged himself to be the AVP 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 officer of said company by signing the name of the company by himself as the AVP.

AS WITNESS my hand and notarial seal.

Adam Morriscal
Notary Public

My commission expires: Feb 6, 2016.



STATE OF Florida)
) ss.
COUNTY OF Duval)

I HEREBY CERTIFY, that on this _____ day of August, 2012, before me, the undersigned, a Notary Public of the State of Florida, personally appeared Bellie Hardee, who acknowledged himself to be the Treasurer of ARIZONA CHEMICAL COMPANY, 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 Treasurer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

Melissa Nelson

Notary Public

My commission expires: September 05, 2015



EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Year	Manufacturer	Description	Car Numbers
2002	Trinity	Unlined Tank Car	AZXX010090
2002	Trinity	Unlined Tank Car	AZXX010186
2002	Trinity	Unlined Tank Car	AZXX010287
2002	Trinity	Unlined Tank Car	AZXX010356
2002	Trinity	Unlined Tank Car	AZXX010357
2002	Trinity	Unlined Tank Car	AZXX010358
2002	Trinity	Unlined Tank Car	AZXX010360
2002	Trinity	Unlined Tank Car	AZXX010361
2002	Trinity	Unlined Tank Car	AZXX010363
2002	Trinity	Unlined Tank Car	AZXX010364
2002	Trinity	Unlined Tank Car	AZXX010365
2002	Trinity	Unlined Tank Car	AZXX010366
2002	Trinity	Unlined Tank Car	AZXX010367
2002	Trinity	Unlined Tank Car	AZXX010369
2002	Trinity	Unlined Tank Car	AZXX010370
2002	Trinity	Unlined Tank Car	AZXX010371
2002	Trinity	Unlined Tank Car	AZXX010372
2002	Trinity	Unlined Tank Car	AZXX010373
2002	Trinity	Unlined Tank Car	AZXX010374
2002	Trinity	Unlined Tank Car	AZXX010375
2002	Trinity	Unlined Tank Car	AZXX010376
2003	Trinity	Unlined Tank Car	AZXX010377
2002	Trinity	Unlined Tank Car	AZXX010378
2002	Trinity	Unlined Tank Car	AZXX010379
2002	Trinity	Unlined Tank Car	AZXX010380
2002	Trinity	Unlined Tank Car	AZXX010381
2002	Trinity	Unlined Tank Car	AZXX010382
2003	Trinity	Unlined Tank Car	AZXX010383
2002	Trinity	Unlined Tank Car	AZXX010385
2002	Trinity	Unlined Tank Car	AZXX010386
2002	Trinity	Unlined Tank Car	AZXX010387
2002	Trinity	Unlined Tank Car	AZXX010388
2002	Trinity	Unlined Tank Car	AZXX010389
2002	Trinity	Unlined Tank Car	AZXX010390
2002	Trinity	Unlined Tank Car	AZXX010391
2002	Trinity	Unlined Tank Car	AZXX010392

2002	Trinity	Unlined Tank Car	AZXX010393
2002	Trinity	Unlined Tank Car	AZXX010394
2002	Trinity	Unlined Tank Car	AZXX010395
2002	Trinity	Unlined Tank Car	AZXX010396
2002	Trinity	Unlined Tank Car	AZXX010397
2002	Trinity	Unlined Tank Car	AZXX010398
2002	Trinity	Unlined Tank Car	AZXX010399
2002	Trinity	Unlined Tank Car	AZXX010400
2002	Trinity	Unlined Tank Car	AZXX010401
2002	Trinity	Unlined Tank Car	AZXX010402
2002	Trinity	Unlined Tank Car	AZXX010403
2002	Trinity	Unlined Tank Car	AZXX010404
2002	Trinity	Unlined Tank Car	AZXX010405
2002	Trinity	Unlined Tank Car	AZXX010406
2002	Trinity	Unlined Tank Car	AZXX010407
2002	Trinity	Unlined Tank Car	AZXX010408
2002	Trinity	Unlined Tank Car	AZXX010409
2002	Trinity	Unlined Tank Car	AZXX010410
2002	Trinity	Unlined Tank Car	AZXX010411
2002	Trinity	Unlined Tank Car	AZXX010412
2002	Trinity	Unlined Tank Car	AZXX010413
2002	Trinity	Unlined Tank Car	AZXX010414
2002	Trinity	Unlined Tank Car	AZXX010415
2002	Trinity	Unlined Tank Car	AZXX010417
2002	Trinity	Unlined Tank Car	AZXX010418
2002	Trinity	Unlined Tank Car	AZXX010419
2002	Trinity	Unlined Tank Car	AZXX010420
2002	Trinity	Unlined Tank Car	AZXX010421
2002	Trinity	Unlined Tank Car	AZXX010422
2002	Trinity	Unlined Tank Car	AZXX010423
2002	Trinity	Unlined Tank Car	AZXX010424
2002	Trinity	Unlined Tank Car	AZXX010426
2002	Trinity	Unlined Tank Car	AZXX010427
2002	Trinity	Unlined Tank Car	AZXX010428
2002	Trinity	Unlined Tank Car	AZXX010431
2002	Trinity	Unlined Tank Car	AZXX010432
2003	Trinity	Unlined Tank Car	AZXX010433
2003	Trinity	Unlined Tank Car	AZXX010434
2002	Trinity	Unlined Tank Car	AZXX010435
2002	Trinity	Unlined Tank Car	AZXX010436
2002	Trinity	Unlined Tank Car	AZXX010438
2002	Trinity	Unlined Tank Car	AZXX010439
2003	Trinity	Unlined Tank Car	AZXX010440

2003	Trinity	Unlined Tank Car	AZXX010442
2003	Trinity	Unlined Tank Car	AZXX010443
2003	Trinity	Unlined Tank Car	AZXX010444
2003	Trinity	Unlined Tank Car	AZXX010447
2003	Trinity	Unlined Tank Car	AZXX010448
2003	Trinity	Unlined Tank Car	AZXX010450
2003	Trinity	Unlined Tank Car	AZXX010451
2003	Trinity	Unlined Tank Car	AZXX010452
2003	Trinity	Unlined Tank Car	AZXX010453
2003	Trinity	Unlined Tank Car	AZXX010455
2003	Trinity	Unlined Tank Car	AZXX010456
2003	Trinity	Unlined Tank Car	AZXX010458
2003	Trinity	Unlined Tank Car	AZXX010460
2003	Trinity	Unlined Tank Car	AZXX010461
2003	Trinity	Unlined Tank Car	AZXX010462
2003	Trinity	Unlined Tank Car	AZXX010463
2003	Trinity	Unlined Tank Car	AZXX010464
2003	Trinity	Unlined Tank Car	AZXX010466
2003	Trinity	Unlined Tank Car	AZXX010467
2003	Trinity	Unlined Tank Car	AZXX010468
2003	Trinity	Unlined Tank Car	AZXX010469
2003	Trinity	Unlined Tank Car	AZXX010470
2003	Trinity	Unlined Tank Car	AZXX010472
2003	Trinity	Unlined Tank Car	AZXX010474
2003	Trinity	Unlined Tank Car	AZXX010475
2003	Trinity	Unlined Tank Car	AZXX010476
2003	Trinity	Unlined Tank Car	AZXX010478
2003	Trinity	Unlined Tank Car	AZXX010479
2003	Trinity	Unlined Tank Car	AZXX010481
2003	Trinity	Unlined Tank Car	AZXX010482
2003	Trinity	Unlined Tank Car	AZXX010484
2003	Trinity	Unlined Tank Car	AZXX010485
2003	Trinity	Unlined Tank Car	AZXX010486
2003	Trinity	Unlined Tank Car	AZXX010487

Year	Manufacturer	Description	Car Numbers
2002	Trinity	Lined Tank Car	AZXX032028
2002	Trinity	Lined Tank Car	AZXX032033
2002	Trinity	Lined Tank Car	AZXX032036
2002	Trinity	Lined Tank Car	AZXX032041

2002	Trinity	Lined Tank Car	AZXX032042
2002	Trinity	Lined Tank Car	AZXX032046
2002	Trinity	Lined Tank Car	AZXX032050
2002	Trinity	Lined Tank Car	AZXX032054
2002	Trinity	Lined Tank Car	AZXX032066
2002	Trinity	Lined Tank Car	AZXX032068
2002	Trinity	Lined Tank Car	AZXX032083
2002	Trinity	Lined Tank Car	AZXX032088
2002	Trinity	Lined Tank Car	AZXX032104
2002	Trinity	Lined Tank Car	AZXX032113
2002	Trinity	Lined Tank Car	AZXX032114
2002	Trinity	Lined Tank Car	AZXX032123
2002	Trinity	Lined Tank Car	AZXX032134
2002	Trinity	Lined Tank Car	AZXX032203
2002	Trinity	Lined Tank Car	AZXX032204
2002	Trinity	Lined Tank Car	AZXX032229
2002	Trinity	Lined Tank Car	AZXX032312
2002	Trinity	Lined Tank Car	AZXX032317
2002	Trinity	Lined Tank Car	AZXX032343
2002	Trinity	Lined Tank Car	AZXX032359
2003	Trinity	Lined Tank Car	AZXX032459