

August 31, 2012 03:04 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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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 "C" 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 76 tank cars numbered AZXX 10091-10099, inclusive, 10101-10103, inclusive, 10105-10107, inclusive, 10109-10113, inclusive, 10115-10122, inclusive, 10127-10129, inclusive, 10131-10133, inclusive, 10135-10150, inclusive, 10152-10154, inclusive, 10156-10163, inclusive, 10165-10171, inclusive, 10174-10176, inclusive, 10178, 10179, 10182, 10184, and 10185.

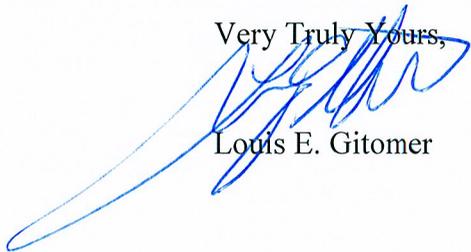
Ms. Cynthia T. Brown
August 31, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 76 tank cars numbered AZXX 10000, 10002-10004, inclusive, 10006-10013, inclusive, 10015, 10016, 10018-10027, inclusive, 10029, 10030, 10032-10053, inclusive, 10055-10065, inclusive, 10067, 10068, 10070-10078, inclusive, 10080, 10081, 10083-10085, inclusive, and 10087.

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. 004 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.

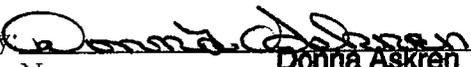
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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:

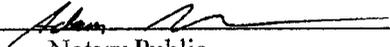
ARIZONA CHEMICAL COMPANY, LLC

By: Kellie Hardee
Name: Kellie Hardee
Title: Treasurer

STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

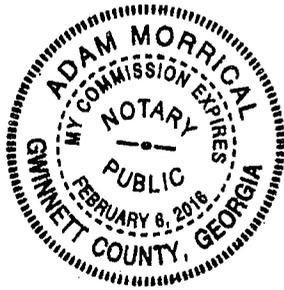
I HEREBY CERTIFY, that on this 30th day of August, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Danna Askren, who acknowledged himself to be the AVP of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name 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.



Notary Public

My commission expires: Feb 6, 2016.



STATE OF Florida)
) ss.
COUNTY OF Deval)

I HEREBY CERTIFY, that on this day of August, 2012, before me, the undersigned, a Notary Public of the State of Florida, personally appeared Kellie 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

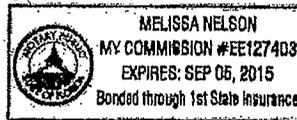


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Year	Manufacturer	Description	Car Numbers
2002	Trinity	Unlined Tank Car	AZXX010091
2002	Trinity	Unlined Tank Car	AZXX010092
2002	Trinity	Unlined Tank Car	AZXX010093
2002	Trinity	Unlined Tank Car	AZXX010094
2002	Trinity	Unlined Tank Car	AZXX010095
2002	Trinity	Unlined Tank Car	AZXX010096
2002	Trinity	Unlined Tank Car	AZXX010097
2002	Trinity	Unlined Tank Car	AZXX010098
2002	Trinity	Unlined Tank Car	AZXX010099
2002	Trinity	Unlined Tank Car	AZXX010101
2002	Trinity	Unlined Tank Car	AZXX010102
2002	Trinity	Unlined Tank Car	AZXX010103
2002	Trinity	Unlined Tank Car	AZXX010105
2002	Trinity	Unlined Tank Car	AZXX010106
2002	Trinity	Unlined Tank Car	AZXX010107
2002	Trinity	Unlined Tank Car	AZXX010109
2002	Trinity	Unlined Tank Car	AZXX010110
2002	Trinity	Unlined Tank Car	AZXX010111
2002	Trinity	Unlined Tank Car	AZXX010112
2002	Trinity	Unlined Tank Car	AZXX010113
2002	Trinity	Unlined Tank Car	AZXX010115
2002	Trinity	Unlined Tank Car	AZXX010116
2002	Trinity	Unlined Tank Car	AZXX010117
2002	Trinity	Unlined Tank Car	AZXX010118
2002	Trinity	Unlined Tank Car	AZXX010119
2002	Trinity	Unlined Tank Car	AZXX010120
2002	Trinity	Unlined Tank Car	AZXX010121
2002	Trinity	Unlined Tank Car	AZXX010122
2002	Trinity	Unlined Tank Car	AZXX010127
2002	Trinity	Unlined Tank Car	AZXX010128
2002	Trinity	Unlined Tank Car	AZXX010129
2002	Trinity	Unlined Tank Car	AZXX010131
2002	Trinity	Unlined Tank Car	AZXX010132
2002	Trinity	Unlined Tank Car	AZXX010133
2002	Trinity	Unlined Tank Car	AZXX010135

2002	Trinity	Unlined Tank Car	AZXX010136
2002	Trinity	Unlined Tank Car	AZXX010137
2002	Trinity	Unlined Tank Car	AZXX010138
2002	Trinity	Unlined Tank Car	AZXX010139
2002	Trinity	Unlined Tank Car	AZXX010140
2002	Trinity	Unlined Tank Car	AZXX010141
2002	Trinity	Unlined Tank Car	AZXX010142
2002	Trinity	Unlined Tank Car	AZXX010143
2002	Trinity	Unlined Tank Car	AZXX010144
2002	Trinity	Unlined Tank Car	AZXX010145
2002	Trinity	Unlined Tank Car	AZXX010146
2002	Trinity	Unlined Tank Car	AZXX010147
2002	Trinity	Unlined Tank Car	AZXX010148
2002	Trinity	Unlined Tank Car	AZXX010149
2002	Trinity	Unlined Tank Car	AZXX010150
2002	Trinity	Unlined Tank Car	AZXX010152
2002	Trinity	Unlined Tank Car	AZXX010153
2002	Trinity	Unlined Tank Car	AZXX010154
2002	Trinity	Unlined Tank Car	AZXX010156
2002	Trinity	Unlined Tank Car	AZXX010157
2002	Trinity	Unlined Tank Car	AZXX010158
2002	Trinity	Unlined Tank Car	AZXX010159
2002	Trinity	Unlined Tank Car	AZXX010160
2002	Trinity	Unlined Tank Car	AZXX010161
2002	Trinity	Unlined Tank Car	AZXX010162
2002	Trinity	Unlined Tank Car	AZXX010163
2002	Trinity	Unlined Tank Car	AZXX010165
2002	Trinity	Unlined Tank Car	AZXX010166
2002	Trinity	Unlined Tank Car	AZXX010167
2002	Trinity	Unlined Tank Car	AZXX010168
2002	Trinity	Unlined Tank Car	AZXX010169
2002	Trinity	Unlined Tank Car	AZXX010170
2002	Trinity	Unlined Tank Car	AZXX010171
2002	Trinity	Unlined Tank Car	AZXX010174
2002	Trinity	Unlined Tank Car	AZXX010175
2002	Trinity	Unlined Tank Car	AZXX010176
2002	Trinity	Unlined Tank Car	AZXX010178
2002	Trinity	Unlined Tank Car	AZXX010179
2002	Trinity	Unlined Tank Car	AZXX010182
2002	Trinity	Unlined Tank Car	AZXX010184
2002	Trinity	Unlined Tank Car	AZXX010185