

RECORDATION NO. 30561
FILED December 19, 2012 03:45 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

December 19, 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 December 19, 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 and Capital, LLC
One Financial Plaza - 8th Floor
Providence, RI 02903

Lessee:

Arkema, Inc.
2000 Market Street
Philadelphia, PA 19103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 12 tank cars numbered GATX 538, 541, 544, 545, 553, 566, 1614, 90454, 90457, 90458, 90459, 90460.

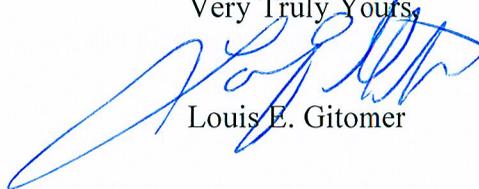
A fee of \$42.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
December 19, 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 and Capital, LLC, One Financial Plaza - 8th Floor, Providence, RI 02903, and Arkema, Inc., 2000 Market Street, Philadelphia, PA 19103, covering 12 tank cars numbered GATX 538, 541, 544, 545, 553, 566, 1614, 90454, 90457, 90458, 90459, 90460.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of December 19, 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Arkema Inc.
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2012, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 12, 2012 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Arkema Inc., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No. 23888-90000 dated as of June 29, 2012 and Schedule No. 90002 executed pursuant thereto dated as of December 12, 2012 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

Arkema Inc.

By: [Signature]

Name: ROBERT P. GHEW

Title: TREASURER

Commonwealth
STATE OF Pennsylvania)

COUNTY OF Montgomery) ss.:

On this 13 day of December, 2012, before me the subscriber personally appeared Robert P. Gheew, who being by me duly sworn, did depose and say: that (s)he is the Treasurer of Arkema Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

[Signature]
NOTARY PUBLIC

My Commission Expires:

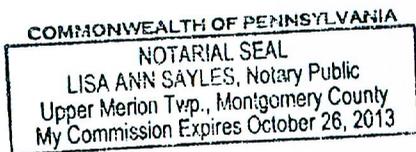


Exhibit A
To Memorandum of
Lease Agreement

Delivery Location: 2810 Gulf States Road,
Beaumont, Texas 77701

Quantity-Railcar Description	Year Built	Railcar Number	Lessor's Cost
(12) Trinity Pressurized Chemical Tank Cars, 25,721 Gallon, 100 Ton (263,000 Pounds GRL)			
	1	2000	GATX000566 \$75,517.00
	2	2000	GATX001614 \$77,422.00
	3	2000	GATX000553 \$75,517.00
	4	2000	GATX090454 \$75,042.00
	5	2000	GATX090457 \$75,042.00
	6	2000	GATX090458 \$75,042.00
	7	2000	GATX090460 \$75,042.00
	8	2000	GATX000538 \$75,278.00
	9	2000	GATX000541 \$75,278.00
	10	2000	GATX000544 \$75,278.00
	11	2000	GATX000545 \$75,278.00
	12	2000	GATX090459 <u>\$75,258.00</u>
Total	12		\$904,994.00