

January 25, 2013 12:09 PM

LAW OFFICES OF SURFACE TRANSPORTATION BOARD
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

January 25, 2013

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 Assignment of Lease Agreement, a secondary document, dated as of January 23, 2013. The primary document to which this is connected is recorded under Recordation No. 30365-A. We request that this document be recorded under Recordation No. 30365-K.

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

Assignor:

Flagstar Bank, FSB
5151 Corporate Drive
Troy, MI 48098

Assignee:

CIT Finance LLC
1 CIT Drive
Livingston, NJ 07039

A description of the equipment covered by the Memorandum of Assignment 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,

Ms. Cynthia T. Brown
January 25, 2013
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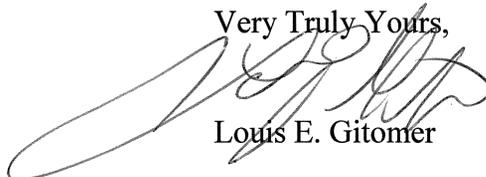
32113, 32114, 33123, 32134, 32203, 32204, 32229, 32312, 32317, 32343, 32359, and 32459.

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 Assignment of Lease Agreement between Flagstar Bank, FSB, 5151 Corporate Drive, Troy, MI 48098, and CIT Finance LLC, 1 CIT Drive Livingston, NJ 07039, 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 ASSIGNMENT OF LEASE AGREEMENT

This Memorandum of Assignment of Lease Agreement (“Memorandum”) between Flagstar Bank, FSB, a federal savings bank having an address of 5151 Corporate Dr., Troy, MI 48098 (“FSB”), and CIT Finance LLC, a Delaware limited liability company having an address of 1 CIT Drive, Livingston, NJ 07039 (“Assignee”), is effective as of January 23, 2013.

This instrument relates to Schedule No. 002 dated as of August 30, 2012 (the “Schedule”), which was issued pursuant to and incorporates by reference Rail Equipment Net Leasing Agreement Number 176000-90000 dated August 30, 2012 (the “Master Lease Agreement”) between Arizona Chemical Company, LLC (“Lessee”) and Banc of America Leasing & Capital, LLC (“BALC”). Pursuant to the Schedule, BALC, as owner / lessor, leased the equipment described on Exhibit No. 1 attached hereto (the “Equipment”) to Lessee for an initial term of 120 months, commencing on August 31, 2012. A Memorandum of Lease with respect to the Schedule was recorded with the Surface Transportation Board under Recordation Number 30365-A.

Pursuant to certain agreements dated on or about September 12, 2012, BALC assigned its interest in the Equipment and the Schedule to FSB. As a result of that assignment, FSB acquired all of BALC’s rights, title and interest in and to the Equipment and the Schedule. A Memorandum of Assignment of Lease with respect to such assignment was recorded with the Surface Transportation Board under Recordation Number 30365-F.

Pursuant to certain agreements dated on or about the date hereof, FSB’s interest in the Equipment and the Schedule has been assigned by FSB to Assignee. As a result of this assignment, Assignee has acquired all of FSB’s rights, title, and interest in and to the Equipment and the Schedule.

The terms and provisions of the lease of the Equipment are more particularly set forth in the above-referenced Master Lease Agreement and the Schedule, which are incorporated herein by reference.

This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the date first set forth above.

ASSIGNEE:

ASSIGNOR:

CIT FINANCE LLC

FLAGSTAR BANK, FSB

By: *Brian Senatore*

By: _____

Print Name: **BRIAN SENATORE**

Print Name: _____

Title: **DIRECTOR**

Title: _____

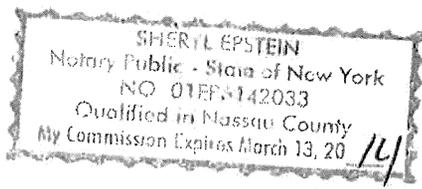
State of New York)
) ss.
County of New York)

I hereby certify that on January 23, 2013, before me, a notary public of the State of New York, personally appeared Brian Senatore, who acknowledged himself to be Director of CIT Finance LLC, and who is known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and who further acknowledged that he executed the same for the purposes therein contained as duly authorized by the company's managers.

[NOTARIAL SEAL]

Sheryl Epstein
Notary Public
My commission expires:

State of Michigan)
) ss.
County of Oakland)



I hereby certify that on January 23, 2013, before me, a notary public of the State of Michigan, personally appeared Chris Dickens, who acknowledged himself to be a Director – Commercial Loan Operations of Flagstar Bank, FSB and who is known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and who further acknowledged that he executed the same for the purposes therein contained as a duly authorized Director of said bank.

[NOTARIAL SEAL]

Notary Public
My commission expires:

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the date first set forth above.

ASSIGNEE:

ASSIGNOR:

CIT FINANCE LLC

FLAGSTAR BANK, FSB

By: _____

By:  _____

Print Name: _____

Print Name: CHRIS DICKENS

Title: _____

Title: DIRECTOR - COMMERCIAL LOAN OPERATIONS

State of _____)
) ss.
County of _____)

I hereby certify that on January __, 2013, before me, a notary public of the State of _____, personally appeared _____, who acknowledged himself to be _____ of CIT Finance LLC, and who is known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and who further acknowledged that he executed the same for the purposes therein contained as duly authorized by the company's managers.

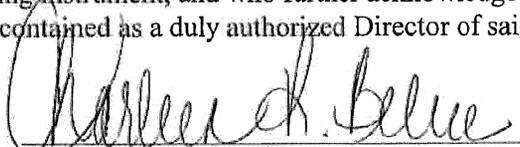
[NOTARIAL SEAL]

Notary Public
My commission expires:

State of Michigan)
) ss.
County of Oakland)

I hereby certify that on January 23, 2013, before me, a notary public of the State of Michigan, personally appeared Chris Dickens, who acknowledged himself to be a Director – Commercial Loan Operations of Flagstar Bank, FSB and who is known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and who further acknowledged that he executed the same for the purposes therein contained as a duly authorized Director of said bank.

[NOTARIAL SEAL]



Notary Public
My commission expires: 05/30/2018

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT 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