

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

RECORDATION NO. 31842  
FILED JULY 31, 2015 5:15 PM  
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
Lou@lgrailaw.com

July 31, 2015

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  
410-296-2205

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 July 31, 2015. 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  
11333 McCormick Road  
Hunt Valley, MD 21031

Lessee:

Oldcastle Materials Cement Holdings, Inc.  
900 Ashwood Parkway, Suite 700  
Atlanta, GA 30338

A description of the equipment covered by the Memorandum of Lease Agreement consists of eight open top hopper cars numbered GNAX 9000, 9002, 9014, 9022, 9023, 9025, 9035, and 9036, to be renumbered OMCX 9000, 9002, 9014, 9022, 9023, 9025, 9035, and 9036, respectively.

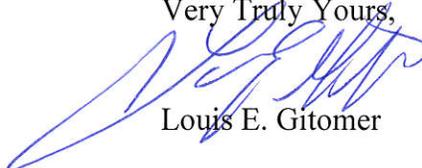
A fee of \$43.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown  
July 31, 2015  
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and Oldcastle Materials Cement Holdings, Inc., 900 Ashwood Parkway, Suite 700, Atlanta, GA 30338, covering eight open top hopper cars numbered GNAX 9000, 9002, 9014, 9022, 9023, 9025, 9035, and 9036, to be renumbered OMCX 9000, 9002, 9014, 9022, 9023, 9025, 9035, and 9036, respectively.

Very Truly Yours,



Louis E. Gitomer

Enclosure

---

MEMORANDUM OF LEASE AGREEMENT

Dated as of July, 29, 2015

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

and

OLDCASTLE MATERIALS CEMENT HOLDINGS, INC.,  
as Lessee

---

Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2015, at \_\_\_\_\_: \_\_\_\_\_M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of July 29, 2015 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Oldcastle Materials Cement Holdings, Inc., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Lease Agreement No. 29271-90000 dated as of July 29, 2015 and Schedule No. 001 executed pursuant thereto dated as of July 31, 2015 (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.

**Secured Party:**

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

Name:

Title:

**Terri J. Preston  
Vice President**

STATE OF MARYLAND

COUNTY OF

Baltimore

) ss.:  
)

On this 31 day of July, 2015, before me the subscriber personally appeared Terri J. Preston, who being by me duly sworn, did depose and say: that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own fee act on behalf of said corporation.

  
NOTARY PUBLIC

My Commission Expires: 8/1/18

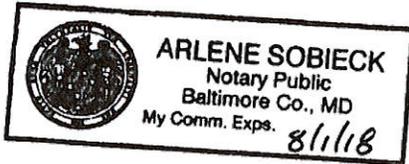




EXHIBIT A  
TO MEMORANDUM OF LEASE AGREEMENT  
DATED AS OF July 29, 2015

<u>Quantity</u>	<u>Description of Units</u>	<u>Current Serial Number</u>	<u>Future Serial Number</u>
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9000	OMCX9000
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9002	OMCX9002
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9035	OMCX9035
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9014	OMCX9014
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9022	OMCX9022
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9023	OMCX9023
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9025	OMCX9025
1	1975 Greenville 100 Ton 263K Open Top Hopper	GNAX9036	OMCX9036