

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

RECORDATION NO. 31622-A
FILED MARCH 6, 2015 02:49 PM
SURFACE TRANSPORTATION BOARD

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March 6, 2015

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, a secondary document, dated as of March 6, 2015. The primary document to which this is connected is recorded under Recordation No. 31622. We request that this document be recorded under Recordation No. 31622-A.

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

Assignor:

Banc of America Leasing and Capital, LLC
125 Dupont Drive
Providence, RI 02907

Assignee:

PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, PA 15222

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 29 Covered Hopper Cars numbered NASX 004396-004424, inclusive.

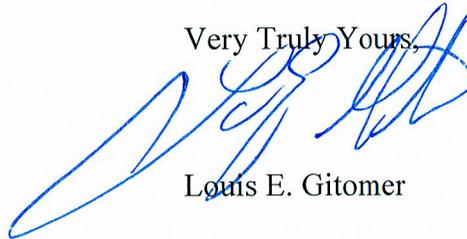
Ms. Cynthia T. Brown
March 6, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing and Capital, LLC, 125 Dupont Drive, Providence, RI 02907, and PNC Equipment Finance, LLC, One PNC Plaza, 10th Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, covering 29 Covered Hopper Cars numbered NASX 004396-004424, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of March 6, 2015

between

PNC EQUIPMENT FINANCE, LLC

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC

as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on March ____, 2015 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of March 6, 2015, by and between PNC EQUIPMENT FINANCE, LLC (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and Compass Minerals Ogden Inc. and Compass Minerals America Inc., jointly, severally and collectively, the lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 19995-90001 dated as of January 6, 2015, and, pursuant thereto, that certain Schedule No. 016 dated March 2, 2015 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Interest dated as of the date hereof to that certain Master Assignment Agreement dated as of February 2, 2010 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on March ____, 2015 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

PNC EQUIPMENT FINANCE, LLC.

By: 
Name: _____
Title: **Michael J. Colangelo**
Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

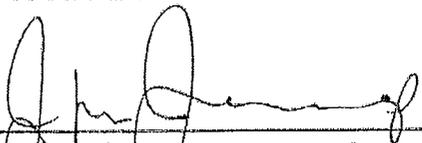
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

PNC EQUIPMENT FINANCE, LLC.

By: _____
Name:
Title:

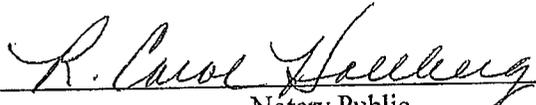
BANC OF AMERICA LEASING & CAPITAL, LLC

By:  _____
Name: Jennifer Jennings
Title: Vice president

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

I HEREBY CERTIFY, that on this 3rd day of March, 2015, before me, the undersigned, a Notary Public of the State of Pennsylvania, personally appeared Michael J. Colangelo, who acknowledged himself to be the Vice President of PNC Equipment Finance, 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 Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: _____.

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
R Carol Hallberg, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires April 7, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Twenty-nine (29) New T4250 Thru Sill Covered Hopper Cars

Reporting Marks
NASX-004396
NASX-004397
NASX-004398
NASX-004399
NASX-004400
NASX-004401
NASX-004402
NASX-004403
NASX-004404
NASX-004405
NASX-004406
NASX-004407
NASX-004408
NASX-004409
NASX-004410
NASX-004411
NASX-004412
NASX-004413
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NASX-004424