

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgrailaw.com

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

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

February 5, 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 efilng 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 February 5, 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
125 Dupont Drive
Providence, RI 02907

Lessees:

Compass Minerals Ogden Inc.
Compass Minerals America Inc.
9900 W 109th Street, Suite 100
Overland Park, KS 66210

A description of the equipment covered by the Memorandum of Lease Agreement consists of 47 Covered Hopper Cars numbered NASX 004275, 004277-004287, inclusive, 004289, 004300, 004313, and 004318-004349, inclusive.

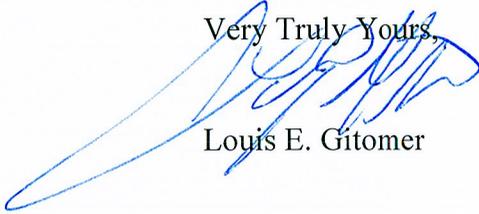
Ms. Cynthia T. Brown
February 5, 2015
Page 2

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 Lease Agreement between Banc of America Leasing & Capital, LLC, 125 Dupont Drive, Providence, RI 02907, and Compass Minerals Ogden Inc. and Compass Minerals America Inc., 9900 W 109th Street, Suite 100, Overland Park, KS 66210, covering 47 Covered Hopper Cars numbered NASX 004275, 004277-004287, inclusive, 004289, 004300, 004313, and 004318-004349, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of February 5, 2015

between

COMPASS MINERALS OGDEN INC.

and

COMPASS MINERALS AMERICA INC.,
collectively and jointly and severally, 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 _____, 2015 at ____: ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of ~~January~~ ^{February} 5, 2015, by and between COMPASS MINERALS OGDEN INC., a Delaware corporation ("Compass Ogden") and COMPASS MINERALS AMERICA INC., a Delaware corporation ("Compass Minerals," together with Compass Ogden, collectively and jointly and severally, the "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. 19995-90001 dated as of January 6, 2015, and Schedule No. 013 thereto and incorporating the terms thereof, dated as of February 2, 2015 (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.

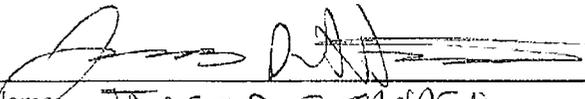
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: Alison R. Hook
Title: Vice President

COMPASS MINERALS OGDEN INC.
COMPASS MINERALS AMERICA INC.

By: 
Name: JAMES D. STANDEN
Title: TREASURER

STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

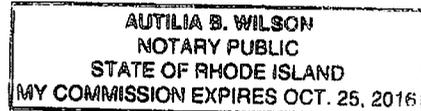
I HEREBY CERTIFY, that on this 5th day of February, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. Hook, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be 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 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.

Autilia B. Wilson

Notary Public

My commission expires: 10/25/2016.



STATE OF Kansas)
) ss.
COUNTY OF Johnson)

I HEREBY CERTIFY, that on this 4th day of February, 2015, before me, the undersigned, a Notary Public of the State of Kansas, personally appeared JAMES D. STANDE who acknowledged himself to be the TREASURER of each Lessee, 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 corporation by signing the name of the corporation by himself as the TREASURER.

AS WITNESS my hand and notarial seal.

Norma Frazier
Notary Public

My commission expires: 9-25-2018

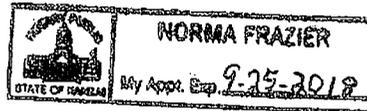


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Forty-seven (47) New T4250 Thru Sill Covered Hopper Cars

Reporting Marks and Numbers
NASX-004275
NASX-004277
NASX-004280
NASX-004281
NASX-004282
NASX-004283
NASX-004284
NASX-004286
NASX-004287
NASX-004289
NASX-004300
NASX-004318
NASX-004319
NASX-004320
NASX-004321
NASX-004322
NASX-004323
NASX-004324
NASX-004328
NASX-004329
NASX-004330
NASX-004331
NASX-004332
NASX-004278

Reporting Marks and Numbers
NASX-004279
NASX-004285
NASX-004313
NASX-004325
NASX-004326
NASX-004327
NASX-004333
NASX-004334
NASX-004335
NASX-004336
NASX-004337
NASX-004338
NASX-004339
NASX-004340
NASX-004341
NASX-004342
NASX-004343
NASX-004344
NASX-004345
NASX-004346
NASX-004347
NASX-004348
NASX-004349