

Columbus, OH 43240 LAW OFFICES OF LOUIS E. GITOMER, LLC
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December 31, 2014

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 31, 2014. 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:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A3 (OH1-1085)
Columbus, OH 43240

Lessee:

Consolidated Grain & Barge, Inc.
P.O. Box 249
Mandeville, LA 70470

A description of the equipment covered by the Memorandum of Lease Agreement consists of 85 covered hopper cars numbered CGRX 579091-579175, inclusive.

Ms. Cynthia T. Brown
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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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and Consolidated Grain & Barge, Inc., P.O. Box 249, Mandeville, LA 70470, covering 85 covered hopper cars numbered CGRX 579091-579175, inclusive.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 31, 2014

between

JPMORGAN CHASE BANK, N.A.,
as Lessor,

and

CONSOLIDATED GRAIN & BARGE, INC.,
as Lessee,

MEMORANDUM OF LEASE AGREEMENT

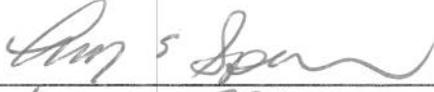
THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 31, 2014, by and between JPMORGAN CHASE BANK, N.A. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and CONSOLIDATED GRAIN & BARGE, INC. ("Lessee"), P.O. Box 249, Mandeville, LA 70470, with reference 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.
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. 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.

JPMORGAN CHASE BANK, N.A.

By: 
Name: LARRY E. SPENCER
Title: Authorized Officer

CONSOLIDATED GRAIN & BARGE, INC.

By: 
Name: RICHARD S. EMBERTON
Title: Director

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this 31st day of December 2014, before me, Laura A Noble, the undersigned Notary Public, personally appeared Larry E Spener personally known to me to be the person who executed the within instrument as Authorized Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Laura A. Noble
Notary Public, State of Ohio
My Commission Expires 10-24-2016

Laura A. Noble
Notary Public

My commission expires:
10-24, 16

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Eighty Five (85) 2014 New Trinity Built 5,791 Cubic Foot Covered Hopper Railcars numbered CGRX 579091-579175 inclusive.

KENTUCKY
STATE OF LOUISIANA)
COUNTY) ss.
PARISH OF JEFFERSON)

On this 31st day of DECEMBER 2014, before me, SONJA K. EVANS the undersigned Notary Public, personally appeared Richard Pemberton personally known to me to be the person who executed the within instrument as Director on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Sonia K. Evans
Notary Public

My commission expires:

6/2017, 16

