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Melanie@lgraillaw.com  
410-296-2225

March 17, 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, a secondary document, dated as of February 28, 2014. The primary document to which this is connected is recorded under Recordation Number 30206. We request that this document be recorded under Recordation Number 30206-J.

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

Lessor:

Banc of America Leasing and Capital, LLC  
11333 McCormick Road  
Hunt Valley, MD 21031

Lessee:

Olin Chlor Alkali Logistics, Inc.  
490 Stuart Road NE  
Cleveland, TN 37312

A description of the equipment covered by the Memorandum of Lease consists of 16 tank cars numbered OLNx 718233-718242, inclusive, and 718244-718249, inclusive.

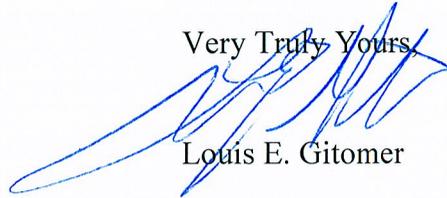
A fee of \$44.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown  
March 17, 2014  
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A short summary of the document to appear in the index follows: a Memorandum of Lease between Banc of America Leasing and Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and Olin Chlor Alkali Logistics, Inc., 490 Stuart Road NE, Cleveland, TN 37312, covering 16 tank cars numbered OLNK 718233-718242, inclusive, and 718244-718249, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF LEASE**

This MEMORANDUM OF LEASE is made and entered into as of February 28, 2014, between BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company ("Lessor"), and OLIN CHLOR ALKALI LOGISTICS, INC., a Delaware corporation, by and through its Chlor Alkali Products division and for and on behalf of itself and its subsidiaries which may perform hereunder ("Lessee"), with reference to the following:

1. Pursuant to a Railroad Equipment Lease, dated as of March 29, 2012, between Lessor and Lessee (together with the Schedule thereto, the "Lease"), and Schedule No. 012 thereto, dated as of February 28, 2014 (the "Schedule"), Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor, the following railcars (each, a "Car" and, collectively, the "Cars"):

Quantity	Description	Reporting Marks and Numbers
16	OLNX T12132 18710WG, 110 ¼ IDC&IDOT 111A100W5	718233, 718234, 718235, 718236, 718237, 718238, 718239, 718240, 718241, 718242, 718244, 718245, 718246, 718247, 718248, 718249

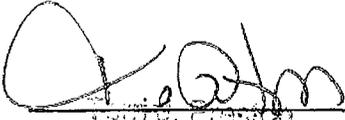
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Lease as of the date first written above.

BANC OF AMERICA LEASING &  
CAPITAL, LLC

OLIN CHLOR ALKALI LOGISTICS, INC.

By:   
Name: Vice President  
Title: Vice President

By:   
Name: Stephen C. Carley  
Title: Vice President and Treasurer

STATE OF Maryland )  
                  Baltimore )    SS.  
COUNTY OF Harford )

On this 28 day of February, 2014, before me appeared Terri J. Preston, to me personally known, who being by me duly sworn did say that he/she is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Arlene Sobiech  
Notary Public Arlene Sobiech

My Commission Expires:

8/1/16

8/1/16

STATE OF Missouri )  
                                  )    SS.  
COUNTY OF St. Louis )

On this 28<sup>th</sup> day of February, 2014, before me appeared Stephen C. Curley, to me personally known, who being by me duly sworn did say that ~~he/she~~ is the Vice President & Treasurer of OLIN CHLOR ALKALI LOGISTICS, INC., a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and ~~he/she~~ acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Veronica A. Schubert  
Notary Public Veronica A. Schubert

My Commission Expires:

August 15, 2015



VERONICA A. SCHUBERT  
My Commission Expires  
August 15, 2015  
St. Louis County  
Commission #11227396

**MEMORANDUM OF LEASE**

This MEMORANDUM OF LEASE is made and entered into as of February 28, 2014, between BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company ("Lessor"), and OLIN CHLOR ALKALI LOGISTICS, INC., a Delaware corporation, by and through its Chlor Alkali Products division and for and on behalf of itself and its subsidiaries which may perform hereunder ("Lessee"), with reference to the following:

1. Pursuant to a Railroad Equipment Lease, dated as of March 29, 2012, between Lessor and Lessee (together with the Schedule thereto, the "Lease"), and Schedule No. 013 thereto, dated as of February 28, 2014 (the "Schedule"), Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor, the following railcars (each, a "Car" and, collectively, the "Cars"):

Quantity	Description	Reporting Marks and Numbers
3	OLNX T12132 18710WG, 110 ¼ IDC&IDOT 111A100W5	718230, 718231, 718232

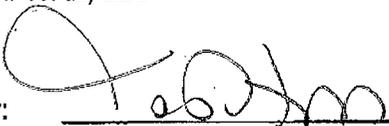
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

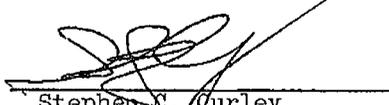
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Lease as of the date first written above.

BANC OF AMERICA LEASING &  
CAPITAL, LLC

OLIN CHLOR ALKALI LOGISTICS, INC.

By:   
Name: Tami J. Preston  
Title: Vice President

By:   
Name: Stephen S. Curley  
Title: Vice President and Treasurer

