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May 29, 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 Lease Agreement, a primary document, dated as of May 29, 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 II Hunt Valley, MD 21031

Lessee:

Mosaic Fertilizer, LLC.
3033 Campus Drive, Suite E490
Plymouth, MN 55441

A description of the equipment covered by the Memorandum of Lease Agreement consists of one GP15-3 locomotive numbered MOCX 40.

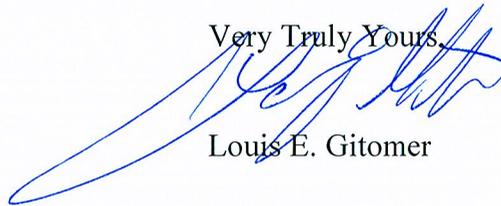
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley II, Hunt Valley, MD 21031, and Mosaic Fertilizer, LLC, 3033 Campus Drive, Suite E490, Plymouth, MN 55441, covering one GP15-3 locomotive numbered MOCX 40.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of May 29, 2015

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Mosaic Fertilizer, LLC,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at ____:____.M
Recordation Number _____.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of May 29, 2015 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Mosaic Fertilizer, LLC, and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement No. 24443-90000 dated as of August 9, 2012 and Schedule No. 023 executed pursuant thereto dated as of May 29 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: Erin M. Parks
Name: **Erin M. Parks**
Title: **Assistant Vice President**

STATE OF MARYLAND)
) ss.:
COUNTY OF Baltimore)

On this 29 day of May, 2015, before me the subscriber personally appeared Erin M. Parks, who being by me duly sworn, did depose and say: that (s)he is the Assistant 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 free act on behalf of said corporation.

Arlene S. [Signature]
NOTARY PUBLIC

My Commission Expires: 8/1/18

8/1/18

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.

Debtor:

MOSAIC FERTILIZER, LLC

By: [Signature]

Name: Cristiano C. Barros

Title: Vice President, Treasurer

STATE OF MN)

COUNTY OF Hennepin) ss.:

On this 29 day of May, 2015, before me the subscriber personally appeared Cristiano C. Barros, who being by me duly sworn, did depose and say: that (s)he is the vice President, Treasurer of MOSAIC FERTILIZER, LLC the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

[Signature]

NOTARY PUBLIC

My Commission Expires:

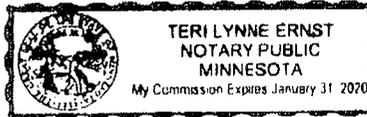


EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF May __, 2015

Description of Equipment

-One (1) GP39 locomotive rebuilt by National Railway Equipment Co. as Model GP15-3.
Original Car Mark: CSXT 4297
New Car Mark: MOCX 40