

RECORDATION NO 30206 FILED
May 3, 2012 02:16 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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May 3, 2012

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 primary document, dated as of March 29, 2012. We request that this document be given the next available recordation number.

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

Lessor:

Banc of America Leasing and Capital, LLC
One Financial Plaza - 8th Floor
Providence, RI 02903

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 718000, 718003-718006, inclusive, 718009, 718010, 718011, 718013, 718014, 718016, 718017, 718022, 718023, 718025, and 718026.

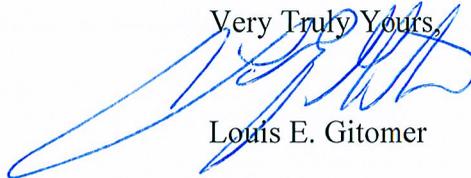
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
May 3, 2012
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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, One Financial Plaza - 8th Floor, Providence, RI 02903, and Olin Chlor Alkali Logistics, Inc., 490 Stuart Road NE, Cleveland, TN 37312, covering 16 tank cars numbered OLNX 718000, 718003-718006, inclusive, 718009, 718010, 718011, 718013, 718014, 718016, 718017, 718022, 718023, 718025, and 718026.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE is made and entered into as of March 29, 2012, 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. 001 thereto, dated as of March 29, 2012 (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 T11069 18710WG, 110 ¼ IDC&IDOT 111A100W | 718000, 718003, 718004, 718005, 718006, 718009, 718010, 718011, 718013, 718014, 718017, 718016, 718022, 718023, 718025, 718026 |

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.

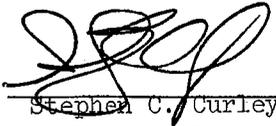
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease.

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.

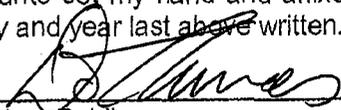
By: 
Name: Gina M. Cabral
Title: Vice President

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

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

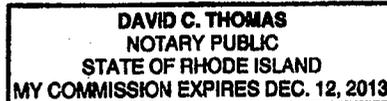
On this 2 day of May, 2012, before me appeared Gina M. Cabral, to me personally known, who being by me duly sworn did say that he/she is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said corporation 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.


Notary Public

My Commission Expires:

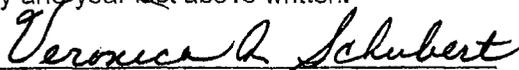
12/12/13



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

On this 26th day of April, 2012, 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 and 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.


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