



November 8, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of October 4, 2016 between the following parties:

Lessee: Oxbow Calcining International LLC
1450 Lake Robinson Drive Suite 320
The Woodlands, TX 77380

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (69) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of October 4, 2016 related to sixty-nine (69) railcars bearing reporting marks: DJTX460005-DJTX475331, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$45.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

A handwritten signature in cursive script that reads 'Lindsay M. Ross'. The signature is written in dark ink and is positioned above the typed name.

Lindsay Ross
Rail Operations Analyst

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 4th day of October, 2016, is intended to evidence the lease dated as of October 4, 2016 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **OXBOW CALCINING INTERNATIONAL LLC**, a Delaware limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the sixty nine (69) railcars described in Exhibit A attached hereto (the "Cars"). Lessee is renting from Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
Name: Kelly C. Poellein
Title: VP Finance Brokerage
Date: 10/17/16

OXBOW CALCINING INTERNATIONAL LLC

By: Gord McIntosh
Name: GORD MCINTOSH
Title: PRESIDENT
Date: 10/10/16

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 17th day of October, 2016, by Kelly C. Poellein the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

9-24-17



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2017

STATE OF Texas)
)
COUNTY OF Montgomery) SS:

The foregoing instrument was acknowledged before me this 10th day of October, 2016, by Timothy Estep, the Transportation Manager of Oxbow Calcining International LLC, a Delaware limited liability company, on behalf of the corporation.

Darla Oakman
Notary Public

My Commission expires:

July 26, 2019

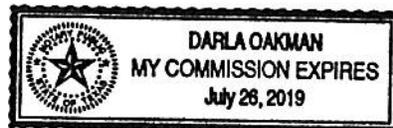


EXHIBIT A

To the Memorandum of Lease dated October 4, 2016, between The David J. Joseph Company and Oxbow Calcining International LLC.

DESCRIPTION OF UNITS

Sixty nine (69) railcars bearing the reporting marks:

<u>Car Number</u>	<u>Restencil Number</u>		<u>Car Number</u>	<u>Car Number</u>
CEFX151448	DJTX	475218	DJTX460005	DJTX475248
CEFX151559	DJTX	475219	DJTX460008	DJTX475250
CEFX151633	DJTX	475221	DJTX465025	DJTX475251
CEFX152170	DJTX	475228	DJTX465026	DJTX475252
CEFX301058	DJTX	475232	DJTX465027	DJTX475253
CEFX301067	DJTX	475330	DJTX465029	DJTX475254
CEFX301077	DJTX	475331	DJTX474001	DJTX475255
CEFX301084	DJTX	475236	DJTX474003	DJTX475256
CITX150071	DJTX	475238	DJTX475220	DJTX475257
CITX150313	DJTX	475240	DJTX475222	DJTX475258
CITX150392	DJTX	475243	DJTX475223	DJTX475259
CITX150559	DJTX	475246	DJTX475224	DJTX475262
CITX150852	DJTX	475249	DJTX475225	DJTX475264
CITX150876	DJTX	475260	DJTX475226	DJTX475266
CITX150880	DJTX	475263	DJTX475227	DJTX475267
CITX150889	DJTX	475270	DJTX475230	DJTX475268
CITX150901	DJTX	460006	DJTX475231	DJTX475269
CITX150902	DJTX	460007	DJTX475233	DJTX475271
CITX150922	DJTX	465028	DJTX475241	DJTX475272
DJTX460001			DJTX475242	DJTX475273
DJTX460002			DJTX475244	DJTX475274
DJTX460003			DJTX475245	DJTX475275
DJTX460004			DJTX475247	DJTX475276