

LAW OFFICES OF LOUIS E. GITOMER, LLC
600 BALTIMORE AVENUE, SUITE 301, TOWSON, MD 21204
410-296-2250 LOU@LGRAILLAW.COM

February 27, 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 efileing 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 February 27, 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
125 Dupont Drive
Providence, RI 02907

Lessees:

Compass Minerals Ogden Inc.
Compass Minerals America Inc.
9900 W 109th Street, Suite 100
Overland Park, KS 66210

A description of the equipment covered by the Memorandum of Lease Agreement consists of nine tank cars numbered NASX 21100-21106, inclusive, 21109, and 21110.

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 Banc of America Leasing & Capital, LLC, 125 Dupont Drive, Providence, RI 02907, and Compass Minerals Ogden Inc. and Compass Minerals America Inc., 9900 W 109th Street, Suite 100, Overland Park, KS 66210, covering nine tank cars numbered NASX 21100-21106, inclusive, 21109, and 21110.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of February 27, 2015

between

COMPASS MINERALS OGDEN INC.

and

COMPASS MINERALS AMERICA INC.,
collectively and jointly and severally, as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2015 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 27, 2015, by and between COMPASS MINERALS OGDEN INC., a Delaware corporation ("Compass Ogden") and COMPASS MINERALS AMERICA INC., a Delaware corporation ("Compass Minerals," together with Compass Ogden, collectively and jointly and severally, the "Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), 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 (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 19995-90001 dated as of January 6, 2015, and Schedule No. 015 thereto and incorporating the terms thereof, dated as of February 25, 2015 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

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. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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.

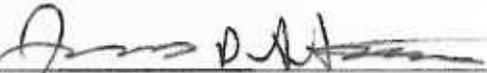
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: **Autilla B. Wilson**
Title: **Vice President**

COMPASS MINERALS OGDEN INC.
COMPASS MINERALS AMERICA INC.

By: 
Name: **JAMES D. STANDEN**
Title: **TREASURER**

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

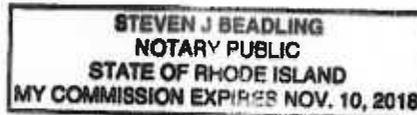
I HEREBY CERTIFY, that on this 26th day of February, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Autilia T. Wilson, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Nov. 10, 2018



STATE OF Kansas)
) ss.
COUNTY OF Johnson)

I HEREBY CERTIFY, that on this 26th day of February, 2015, before me, the undersigned, a Notary Public of the State of Kansas, personally appeared JAMES D. STANDEN who acknowledged himself to be the TREASURER of each Lessee, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized TREASURER of said corporation by signing the name of the corporation by himself as the TREASURER.

AS WITNESS my hand and notarial seal.

Norma Frazier
Notary Public

My commission expires: 9-25-2018

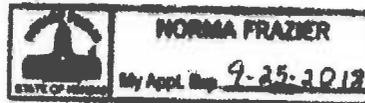


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Nine (9) New Trinity Railroad Tank Cars

Reporting Marks
NASX-21100
NASX-21101
NASX-21102
NASX-21103
NASX-21104
NASX-21105
NASX-21106
NASX-21109
NASX-21110