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December 24, 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 §11301. This document is a Memorandum of Lease Agreement, a secondary document, dated as of December 23, 2015. The primary document to which this is connected is recorded under a new Recordation Number. We request that the copy of this document be recorded under the suffix "A" to the new Recordation Number.

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

Lessor:

M&T Bank
One M&T Plaza
Buffalo, NY 14203

Lessee:

Interstate Commodities, Inc.
Watseka Interstate LLC
R.M. Railcars LLC
7 Madison Street
Troy, NY 12181

A description of the equipment covered by the Memorandum of Lease Agreement consists of 20 railcars numbered UNPX 122272, 123092, 123189, 123393, 123395, 123413, 123603, 123688, 123692, 123719, 123727, 123920, 123928, 123935, 123946, 123947, 123969, 123993, 124001, and 124009.

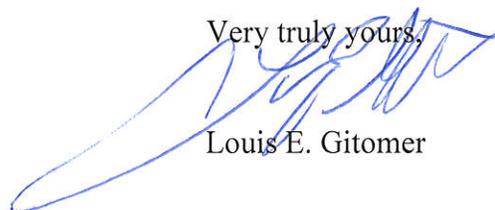
Ms. Cynthia T. Brown
December 24, 2015
Page 2

A fee of \$43.00 is enclosed. Please return a 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 as follows: a Memorandum of Lease Agreement dated as of December 23, 2015 between M&T Bank, One M&T Plaza, Buffalo, NY 14203, and Interstate Commodities, Inc., Watseka Interstate LLC, R.M. Railcars LLC, 7 Madison Street, Troy, NY 12181, covering 20 railcars numbered UNPX 122272, 123092, 123189, 123393, 123395, 123413, 123603, 123688, 123692, 123719, 123727, 123920, 123928, 123935, 123946, 123947, 123969, 123993, 124001, and 124009.

Very truly yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 23, 2015

between

M&T BANK,
as Lessor

and

INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC
and R.M. RAILCARS LLC,
Jointly, severally and collectively, as Lessee

FILED WITH (A) THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. § 11301, AND (B) THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105
OF THE CANADA TRANSPORTATION ACT

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of **December 23, 2015**, by and among M&T BANK (together with its successors and assigns, "Lessor") and INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC and R.M. RAILCARS LLC, jointly and severally as co-lessees (collectively, "Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the rail equipment described on Exhibit 1 attached hereto (the "Railcars"). The Railcars are more fully described in that certain Lease Supplement Number 10 dated as of **December 23, 2015**, to Railcar Master Lease Agreement dated as of October 28, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor, as lessor, and Lessee, as 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.

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.

(The remainder of this page is intentionally blank. Signature page follows.)

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.

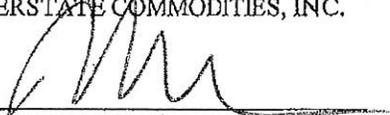
Lessor:

M&T BANK

By: 
Name: Christopher J. Oliver
Title: Vice President

Lessee:

INTERSTATE COMMODITIES, INC.

By: 
Name: Michael G. Piazza
Title: Treasurer & C.F.O.

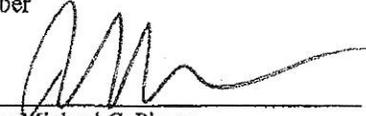
WATSEKA INTERSTATE LLC

By: Interstate Commodities, Inc., its sole member

By: 
Name: Michael G. Piazza
Title: Treasurer & C.F.O.

R.M. RAILCARS LLC

By: Interstate Commodities, Inc., its sole member

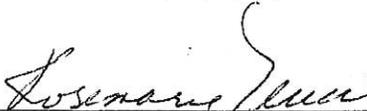
By: 
Name: Michael G. Piazza
Title: Treasurer & C.F.O.

(Memorandum of Lease Agreement -- Lease Supplement No. 10)

STATE OF NEW YORK)
) ss.
COUNTY OF Monroe)

I HEREBY CERTIFY, that on this 23rd day of **December, 2015**, before me, the undersigned, a Notary Public of the State of New York, personally appeared Christopher J. Oliver, who acknowledged himself to be the Vice President of M&T BANK, 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

ROSEMARIE NUCCI
Lic. #01NU6031718
Notary Public-State of New York
Qualified in Monroe County
My Commission Expires OCTOBER 12, 2017

My Commission Expires:

STATE OF New York)
) ss.
COUNTY OF Rensselaer)

I HEREBY CERTIFY, that on this 23rd day of **December, 2015**, before me, the undersigned, a Notary Public of the State of New York, personally appeared **Michael G. Piazza**, who acknowledged himself to be the President of INTERSTATE COMMODITIES, INC., 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 President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.



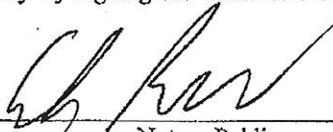
Notary Public
DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-2017

My Commission Expires:

STATE OF New York)
) ss.
COUNTY OF Rensselaer)

I HEREBY CERTIFY, that on this 23rd day of **December, 2015**, before me, the undersigned, a Notary Public of the State of New York, personally appeared **Michael G. Piazza**, who acknowledged himself to be the President of Interstate Commodities, Inc., the sole member of WATSEKA INTERSTATE 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 President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.



Notary Public

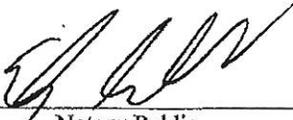
My Commission Expires:

DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-20 17

STATE OF New York)
) ss.
COUNTY OF Rensselaer)

I HEREBY CERTIFY, that on this 23rd day of **December, 2015**, before me, the undersigned, a Notary Public of the State of New York, personally appeared **Michael G. Piazza**, who acknowledged himself to be the President of Interstate Commodities, Inc., the sole member of R.M. RAILCARS 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 President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.



Notary Public

My Commission Expires:

DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-20 17

EXHIBIT NO. 1
TO MEMORANDUM OF SECURITY AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

Initial Number	Location City	State	Month	Day	Time	L or E	Event	Train ID	Destination City	State	Reporting RR
UNPX 123092	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123189	CEDARS	PQ	8	13	1215	E	Arrive Dest	L59121	MONTREAL EAST	PQ	CN
UNPX 123393	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123395	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123413	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123603	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123688	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123692	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123719	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123727	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123920	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123928	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123935	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT
UNPX 123946	BUFFALO	NY	12	16	654	E	Arrive In-Transit		MORRAL	OH	CSXT
UNPX 123947	BUFFALO	NY	12	16	654	E	Arrive In-Transit		MORRAL	OH	CSXT
UNPX 123969	BUFFALO	NY	12	16	654	E	Arrive In-Transit		MORRAL	OH	CSXT
UNPX 123993	CEDARS	PQ	3	31	1004	E	Junction Delivery	SHOP	MONTREAL EAST	PQ	CN
UNPX 124001	BUFFALO	NY	12	16	654	E	Arrive In-Transit		MORRAL	OH	CSXT
UNPX 124009	BUFFALO	NY	12	16	654	E	Arrive In-Transit		MORRAL	OH	CSXT
UNPX 122272	SELKIRK	NY	12	15	740	E	Arrive In-Transit		HARPSTER	OH	CSXT

Lessee's Initials 