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RECORDATION NO. 29906-C FILED
August 5, 2016 3:00 PM
SURFACE TRANSPORTATION BOARD

August 5, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 5, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 29906.

The names and addresses of the parties to the enclosed document are:

Assignor: SMBC Rail Services LLC (f/k/a Flagship Rail Services LLC)
300 South Riverside Plaza, Suite 1925
Chicago, IL 60606

Assignee: Element Rail Finance LLC
150 N. Wacker Dr., Suite 2450
Chicago, IL 60606

[Lessee: Roquette America, Inc.
1417 Exchange St
Keokuk, IA 52632]

Chief, Section of Administration
August 5, 2016
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A description of the railroad equipment covered by the enclosed document is:

49 railcars within the series TCBX 170086 – TCBX 170237 (all previously marked TILX).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 5th day of August, 2016, is made by, **SMBC RAIL SERVICES LLC**, a Delaware limited liability company, with an address at 300 South Riverside Plaza, Suite 1925, Chicago, IL 60606 (“*Transferor*”), and **ELEMENT RAIL FINANCE LLC**, a Delaware limited liability company, with an address at 150 N. Wacker Dr. Suite 2450, Chicago, IL 60606 (“*Transferee*” and, together with Transferor, the “*Parties*”).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase and Sale Agreement dated as of August 5, 2016 (the “*Purchase Agreement*”), relating to the sale by Transferor to Transferee of forty-nine (49) 17.5K Gallon Specialized EC-I Tank cars, 263K GRL Renewal No.1 to Rider No. 5 dated as of June 1, 2015 by and between SMBC Rail Services LLC (f/k/a Flagship Rail Services, LLC and assignee of Trinity Industries Leasing Company), as lessor, and Roquette America, Inc as lessee to that certain Railroad Car Lease Agreement made as of May 21, 1984 (the “*Master Railcar Lease*”), between SMBC Rail Services LLC (f/k/a Flagship Rail Services, LLC and as Assignee of Trinity Industries Leasing Company), as lessor, and Roquette America, Inc (successor in interest to Hubinger Company, a subsidiary of H. J. Heinz) as lessee (the “*Lease Agreement*”), and Transferor’s right, title and interest in, and obligations under the Leases as it relates to the Cars;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the “*Assignment Agreement*”), Assignee has acquired all of Assignor’s interest in the Cars and Assignor’s interest in the Lease Agreement as such relates to the Cars;

WHEREAS, the Cars are currently subject to the Lease Agreement;

WHEREAS, all of the Cars are now marked TCBX, having been remarked from TILX;

WHEREAS, a filing with respect to the Lease Agreement was filed with the Surface Transportation Board (i) on September 30, 2011 at 2:55 p.m. under Recordation Number 29906 and (ii) on October 30, 2013 at 4:20 p.m., under Recordation No. 30963, and with the Registrar General of Canada on October 31, 2013 at 10:07 p.m.;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars, and Assignor of its right, title and interest in and obligations under the Lease Agreement as each relates

to the Cars, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

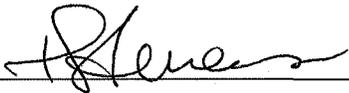
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Assignee of Assignor's right, title and interest in, and obligations under, the Lease Agreement as such relates to the Cars.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

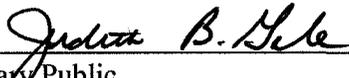
SMBC RAIL SERVICES LLC

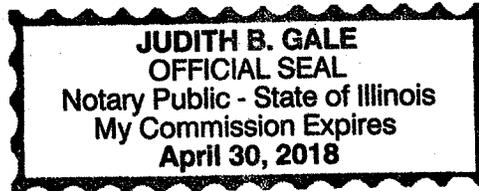
By: 

Name: Timothy D. Stevens

Title: Chief Risk Officer

Before me:


Notary Public



I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

ELEMENT RAIL FINANCE LLC

By: _____

Name: MICHEL BELAND

Title: PRESIDENT, CHIEF FINANCIAL OFFICER

Before me:



Notary Public JIM NIKOPOULOS



EXHIBIT A

Roquette America, Inc. (Lessee)
49 Railcars – Renewal No. 1 to Rider No. 5

Reporting Marks and Numbers

Car Mark	Car Number
TCBX	170086
TCBX	170087
TCBX	170088
TCBX	170096
TCBX	170100
TCBX	170101
TCBX	170104
TCBX	170202
TCBX	170203
TCBX	170205
TCBX	170206
TCBX	170207
TCBX	170208
TCBX	170209
TCBX	170210
TCBX	170211
TCBX	170212
TCBX	170213
TCBX	170215
TCBX	170216
TCBX	170217
TCBX	170218
TCBX	170219
TCBX	170220

Car Mark	Car Number
TCBX	170222
TCBX	170224
TCBX	170226
TCBX	170227
TCBX	170228
TCBX	170229
TCBX	170230
TCBX	170231
TCBX	170232
TCBX	170233
TCBX	170234
TCBX	170235
TCBX	170236
TCBX	170238
TCBX	170239
TCBX	170240
TCBX	170241
TCBX	170242
TCBX	170243
TCBX	170244
TCBX	170245
TCBX	170247
TCBX	170248
TCBX	170249
TCBX	170237

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 5, 2016

Edward M Luria

Edward M. Luria