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RECORDATION NO. 30953-A FILED  
November 18, 2015 3:45 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

November 18, 2015

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 Railcar Lease, dated as of November 18, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30953.

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

Assignor: Progress Rail Leasing Corporation  
1600 Progress Drive  
Albertville, AL 35950

Assignee: Rio Grande Chemical, Ltd.  
901 Lindberg Avenue  
McAllen, TX 78501

[Lessee: Iowa Interstate Railroad, Ltd.  
5900 6th Street S.W.  
Cedar Rapids, Iowa 52404]

A description of the railroad equipment covered by the enclosed document is:

123 railcars within the series ATW 87413 – ATW 88328, as more particularly set forth on the attachment to the document, not including 2 railcars CASUALTIED: ATW 87932 and ATW 87880.

Chief  
Section of Administration  
November 18, 2015  
Page 2

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

Memorandum of Assignment of Railcar 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "**Memorandum**") dated as of November 18, 2015 is between PROGRESS RAIL LEASING CORPORATION (the "**Assignor**") and RIO GRANDE CHEMICAL, LTD. (the "**Assignee**").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor and Iowa Interstate Railroad, Ltd. ("**Lessee**"), entered into a Memorandum of Lease Agreement, dated October 4, 2013, and recorded with the Surface Transportation Board in Recordation No. 30953 on October 22, 2013 at 10:00 a.m., evidencing a lease (the "**Lease**") by Assignor to Lessee of the railcars described on Schedule No. 1 hereto.

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Leases, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in Leases;

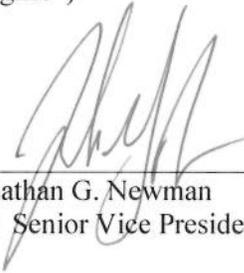
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signatures appear on the following pages]



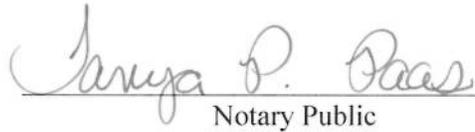
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

PROGRESS RAIL LEASING CORPORATION  
("Assignor")

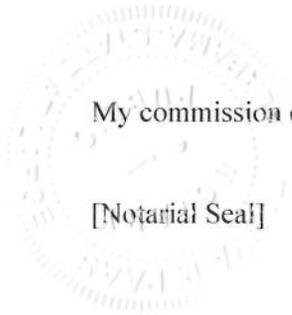
By:   
Jonathan G. Newman  
Its: Senior Vice President

STATE OF Alabama            )  
  ) SS:  
COUNTY OF Marshall        )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Marshall, this 18th day of November, 2015 by Jonathan G. Newman, as the Senior Vice President of PROGRESS RAIL LEASING CORPORATION, a Delaware corporation.

  
Notary Public

My commission expires: 8-20-19



[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

RIO GRANDE CHEMICAL, LTD.  
("Assignee")

By: RIO GRANDE TRANSPORTATION (GP),  
LLC

By:   
Michael Dockman  
Its: Chief Executive Officer

STATE OF New York )  
COUNTY OF New York ) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of New York this 17 day of Nov, 2015 by Michael Dockman, as a CEO of RIO GRANDE CHEMICAL, LTD., a Texas limited partnership.

  
Notary Public

My commission expires: 10/21/2017

[Notarial Seal]

ERIN ELIZABETH MCMILLAN  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01MC6291896  
Qualified In Kings County  
My Commission Expires October 21, 2017

Schedule No. 1  
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Description of Railcars

1	ATW	87413
2	ATW	87420
3	ATW	87423
4	ATW	87427
5	ATW	87450
6	ATW	87470
7	ATW	87474
8	ATW	87477
9	ATW	87480
10	ATW	87495
11	ATW	87506
12	ATW	87509
13	ATW	87511
14	ATW	87515
15	ATW	87522
16	ATW	87536
17	ATW	87556
18	ATW	87561
19	ATW	87581
20	ATW	87582
21	ATW	87592
22	ATW	87598
23	ATW	87610
24	ATW	87615
25	ATW	87636
26	ATW	87640
27	ATW	87645
28	ATW	87647
29	ATW	87649
30	ATW	87655
31	ATW	87668
32	ATW	87676
33	ATW	87680

34	ATW	87687
35	ATW	87689
36	ATW	87704
37	ATW	87717
38	ATW	87736
39	ATW	87745
40	ATW	87746
41	ATW	87751
42	ATW	87755
43	ATW	87765
44	ATW	87769
45	ATW	87779
46	ATW	87784
47	ATW	87800
48	ATW	87801
49	ATW	87803
50	ATW	87812
51	ATW	87814
52	ATW	87818
53	ATW	87836
54	ATW	87841
55	ATW	87857
56	ATW	87860
57	ATW	87872
58	ATW	87874
59	ATW	87879
60	ATW	87886
61	ATW	87888
62	ATW	87897
63	ATW	87899
64	ATW	87918
65	ATW	87948
66	ATW	87950

67	ATW	87955
68	ATW	87958
69	ATW	87973
70	ATW	87982
71	ATW	87988
72	ATW	87995
73	ATW	87997
74	ATW	87999
75	ATW	88007
76	ATW	88027
77	ATW	88029
78	ATW	88038
79	ATW	88041
80	ATW	88042
81	ATW	88043
82	ATW	88062
83	ATW	88080
84	ATW	88088
85	ATW	88089
86	ATW	88091
87	ATW	88100
88	ATW	88102
89	ATW	88104
90	ATW	88107
91	ATW	88109
92	ATW	88124
93	ATW	88128
94	ATW	88135
95	ATW	88141
96	ATW	88146
97	ATW	88162
98	ATW	88171
99	ATW	88180



100	ATW	88181
101	ATW	88188
102	ATW	88190
103	ATW	88192
104	ATW	88197
105	ATW	88198
106	ATW	88213
107	ATW	88215

108	ATW	88219
109	ATW	88234
110	ATW	88236
111	ATW	88243
112	ATW	88253
113	ATW	88262
114	ATW	88263
115	ATW	88264

116	ATW	88267
117	ATW	88285
118	ATW	88286
119	ATW	88308
120	ATW	88311
121	ATW	88320
122	ATW	88322
123	ATW	88328

[End of Schedule No. 1]



**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: November 18, 2015

  
\_\_\_\_\_  
Claire E. Murphy