

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.
20036

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

—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

August 29, 2014

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 Lease, dated as of August 19, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessee: Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

Section Chief
August 29, 2014
Page 2

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

35 covered hopper railcars within the series PMRX 13020 – PMRX 13043, PMRX 13198 – PMRX 13216 and PMRX 51025 – PMRX 51128 as set forth in the attachment to the document.

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

Memorandum 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 19th day of August, 2014, by and between Progress Rail Leasing Corporation (the "Lessor") and Interstate Commodities, Inc. (the "Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Railcar Master Lease Agreement (the "Lease") dated as of October 12, 2011, as supplemented by that certain Schedule 5 (the "Schedule") dated as of August 1, 2014, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease and Schedule, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease and Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers, duly authorized as of the date and year first above written.

LESSOR:

PROGRESS RAIL LEASING CORPORATION

By: 

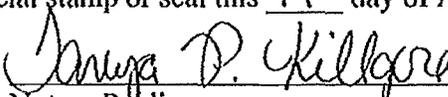
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Tanya P. Killgore, a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 19 day of August, 2014.



Notary Public

My commission expires: 9-1-2015



LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]
Name: Michael G. Piazza
Its: Chief operating officer

STATE OF NY

COUNTY OF Rensselaer

I, Ann Carolyn Daly a Notary Public of the County and State aforesaid, certify that Michael G. Piazza Chief Op. Officer of INTERSTATE COMMODITIES, INC. personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 27th day of August, 2014.

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 20 14

[Signature]
Notary Public
My commission expires: 10/23/14

(KR)

EXHIBIT A
TO
MEMORANDUM OF LEASE

Thirty-five (35) Covered Hopper 263 GRL:

1	PMRX	13020
2	PMRX	13021
3	PMRX	13024
4	PMRX	13025
5	PMRX	13026
6	PMRX	13027
7	PMRX	13030
8	PMRX	13031
9	PMRX	13032
10	PMRX	13033
11	PMRX	13035
12	PMRX	13036
13	PMRX	13038
14	PMRX	13040
15	PMRX	13042
16	PMRX	13043
17	PMRX	13198
18	PMRX	13200
19	PMRX	13201
20	PMRX	13202
21	PMRX	13203
22	PMRX	13205
23	PMRX	13206
24	PMRX	13209
25	PMRX	13210
26	PMRX	13211
27	PMRX	13213
28	PMRX	13215
29	PMRX	13216
30	PMRX	51025
31	PMRX	51042
32	PMRX	51069
33	PMRX	51071
34	PMRX	51112
35	PMRX	51128

AK

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: 8/29/14

Edward M Luria
Edward M. Luria