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RECORDATION NO. 31194-A FILED
November 18, 2015 03:45 PM
SURFACE TRANSPORTATION BOARD

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

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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 31194.

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:	Kentucky-Tennessee Clay Company 3597 Deepstep Rd Sandersville, GA 31082]

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

35 railcars: PMRX 70200 – PMRX 70234, inclusive.

Chief
Section of Administration
November 18, 2015
Page 2

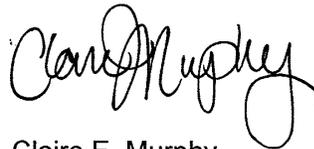
A short summary of the document to appear in the index is:

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 Kentucky-Tennessee Clay Company (“**Lessee**”), entered into a Memorandum of Lease Agreement, dated as of March 12, 2014, and recorded with the Surface Transportation Board in Recordation No. 31194 on May 6, 2014 at 12:15 p.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;

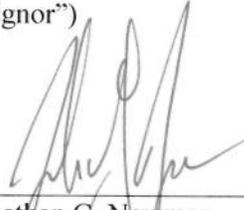
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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.

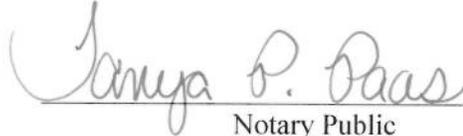
PROGRESS RAIL LEASING CORPORATION
("Assignor")

By: 

Jonathan G. Newman
Its: Senior Vice President

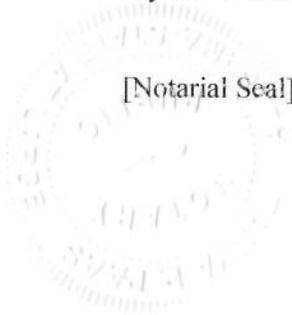
STATE OF Alabama)
) SS:
COUNTY OF Marshall)

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]



Schedule No. 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Description of Railcars

1	PMRX	70200
2	PMRX	70201
3	PMRX	70202
4	PMRX	70203
5	PMRX	70204
6	PMRX	70205
7	PMRX	70206
8	PMRX	70207
9	PMRX	70208
10	PMRX	70209
11	PMRX	70210
12	PMRX	70211
13	PMRX	70212
14	PMRX	70213
15	PMRX	70214
16	PMRX	70215
17	PMRX	70216
18	PMRX	70217
19	PMRX	70218
20	PMRX	70219
21	PMRX	70220
22	PMRX	70221
23	PMRX	70222
24	PMRX	70223
25	PMRX	70224
26	PMRX	70225
27	PMRX	70226
28	PMRX	70227
29	PMRX	70228
30	PMRX	70229
31	PMRX	70230
32	PMRX	70231
33	PMRX	70232
34	PMRX	70233
35	PMRX	70234

[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