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RECORDATION NO. 30828-A FILED
November 18, 2015 03:45 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 30828.

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: Colorado and Wyoming Railroad Company
2100 South Freeway
Pueblo, CO 81004]

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

25 covered hopper railcars: CW 197904 – CW 197928, inclusive.

Chief
Section of Administration
November 18, 2015
Page 2

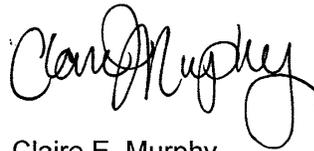
A short summary of the document to appear in the index is:

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 Colorado and Wyoming Railroad Company ("**Lessee**"), entered into a Memorandum of Lease, dated as of October 16, 2012, and recorded with the Surface Transportation Board in Recordation No. 30828 on July 5, 2013 at 3:45 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.

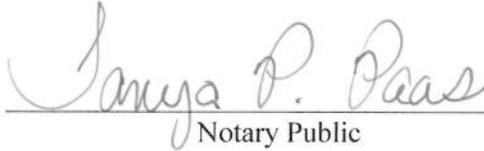
PROGRESS RAIL LEASING CORPORATION
("Assignor")

By: 

Jonathan G. Newman
Its: Senior Vice President

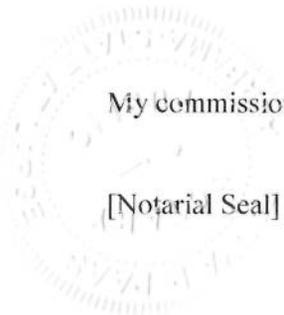
STATE OF Alabama)
) SS:
COUNTY OF Marshall)

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	CW	197904
2	CW	197905
3	CW	197906
4	CW	197907
5	CW	197908
6	CW	197909
7	CW	197910
8	CW	197911
9	CW	197912
10	CW	197913
11	CW	197914
12	CW	197915
13	CW	197916
14	CW	197917
15	CW	197918
16	CW	197919
17	CW	197920
18	CW	197921
19	CW	197922
20	CW	197923
21	CW	197924
22	CW	197925
23	CW	197926
24	CW	197927
25	CW	197928

[End of Schedule No. 1]

(kp)

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