RECORDATION NO. 32039
FILED DECEMBER 18, 2015 3:51 PM
SURFACE TRANSPORTATION BOARD

December 18, 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of September 24, 2015 between the following parties:

Lessee:	Interstate Commodities, Inc. 7 Madison Street Troy, NY 12181
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (110) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of September 24, 2015 related to one hundred ten (110) railcars bearing reporting marks: DJTX465002-475748, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of $43.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

Lindsay Ross

Lindsay Ross
Rail Operations Analyst

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 24th day of September 2015, is intended to evidence the lease dated as of September 24, 2015 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **INTERSTATE COMMODITIES, INC.**, a New York corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred ten (110) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

Date: 9/29/15

INTERSTATE COMMODITIES, INC.

By:

Name: Michael G. Piazza

Title: Chief Operating Officer

Date: 9/24/15

STATE OF OHIO)
) **SS:**
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 24th day of September, 2015, by Kelly C. Poellein the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Callihan
Notary Public

My Commission expires:

_____

NOTARIAL SEAL
STATE OF OHIO

ANGELA DENISE CALLIHAN
Attorney At Law
NOTARY PUBLIC
STATE OF OHIO
My Commission Has
No Expiration Date
Section 147.03 O.R.C.

STATE OF NY)
) **SS:**
COUNTY OF Rensselaer)

The foregoing instrument was acknowledged before me this 24th day of September, 2015, by Michael Piazza, the Chief Op. Officer of Interstate Commodities, Inc., a New York corporation, on behalf of the corporation.

Ann Carolyn Daly
Notary Public

My Commission expires:

10/23/18

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 2018

EXHIBIT A

DESCRIPTION OF UNITS

One hundred ten (110), railcars bearing reporting marks as follows:

DJTX465002
DJTX465003
DJTX465004
DJTX465005
DJTX465006
DJTX465007
DJTX465008
DJTX465009
DJTX465010
DJTX465011
DJTX465013
DJTX465014
DJTX465015
DJTX465016
DJTX465017
DJTX465018
DJTX465019
DJTX465020
DJTX465021
DJTX465022
DJTX465023
DJTX465024
DJTX475199
DJTX475200
DJTX475201
DJTX475202
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DJTX475748