

RECORDATION NO 30960-B FILED
October 25, 2013 05:15 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

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October 28, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Lease Agreement, a secondary document, dated as of October 28, 2013. The primary document to which this is connected is recorded under a new Recordation Number. We request that the copy of this document be recorded under the suffix "B" to the new Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are as follows:

Lessor:

M&T Bank
One M&T Plaza
Buffalo, NY 14203

Lessee:

Interstate Commodities, Inc.
Watseka Interstate LLC
R.M. Railcars LLC
7 Madison Street
Troy, NY 12181

Ms. Cynthia T. Brown
October 28, 2013
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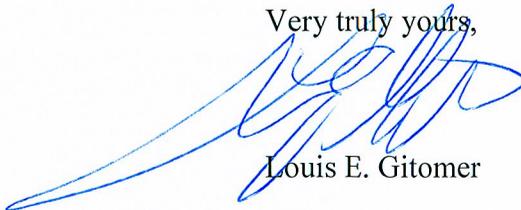
A description of the equipment covered by the Memorandum of Lease Agreement consists of 79 cars numbered INTX 47159, 47488, 427101, 427102, 427103, 427104, 427105, 427106, 427107, 427108, 427109, 427110, 427111, 427126, 427130, 427131, 427132, 427133, 427134, 427135, 427136, 427137, 427138, 427142, 427144, 427145, 427146, 427147, 427148, 427149, 427150, 427151, 427154, 427155, 427156, 427160, 427161, 427162, 427163, 427164, 427165, 427166, 427167, 427168, 427175, 427178, 462107, 462128, 462139, 462146, 462147, 462148, 462161, 472102, 472104, 472150, 472151, 472154, 472155, 472156, 472157, 472159, 472160, 472162, 472163, 472164, 472165, 472167, 472168, 472498, 472499, 472500, 472501, 472507, 472508, 482103, 575009, 575012, and 575013.

A fee of \$44.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index as follows: a Memorandum of Lease Agreement dated as of October 28, 2013 between M&T Bank, One M&T Plaza, Buffalo, NY 14203, and Interstate Commodities, Inc., Watseka Interstate LLC, R.M. Railcars LLC, 7 Madison Street, Troy, NY 12181, covering 79 cars numbered INTX 47159, 47488, 427101, 427102, 427103, 427104, 427105, 427106, 427107, 427108, 427109, 427110, 427111, 427126, 427130, 427131, 427132, 427133, 427134, 427135, 427136, 427137, 427138, 427142, 427144, 427145, 427146, 427147, 427148, 427149, 427150, 427151, 427154, 427155, 427156, 427160, 427161, 427162, 427163, 427164, 427165, 427166, 427167, 427168, 427175, 427178, 462107, 462128, 462139, 462146, 462147, 462148, 462161, 472102, 472104, 472150, 472151, 472154, 472155, 472156, 472157, 472159, 472160, 472162, 472163, 472164, 472165, 472167, 472168, 472498, 472499, 472500, 472501, 472507, 472508, 482103, 575009, 575012, and 575013.

Very truly yours,



Louis E. Gitomer

Enclosure

Closing Document No. 07-02

MEMORANDUM OF LEASE AGREEMENT

dated as of October 28, 2013

between

M&T BANK,
as Lessor

and

INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC
and R.M. RAILCARS LLC,
Jointly, severally and collectively, as Lessee

FILED WITH (A) THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. § 11301, AND (B) THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105
OF THE CANADA TRANSPORTATION ACT

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 28, 2013, by and among M&T BANK (together with its successors and assigns, "Lessor") and INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC and R.M. RAILCARS LLC, jointly and severally as co-lessees (collectively, "Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the rail equipment described on Exhibit 1 attached hereto (the "Railcars"). The Railcars are more fully described in that certain Lease Supplement Number 02 dated as of October 28, 2013, to Railcar Master Lease Agreement dated as of October 28, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor, as lessor, and Lessee, as lessee.
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

(The remainder of this page is intentionally blank. Signature page follows.)

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

Lessor:

M&T BANK

By: 
Name: Sarah A. Halliday
Title: Vice President

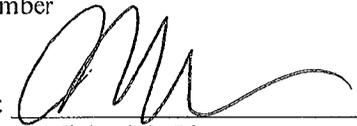
Lessee:

INTERSTATE COMMODITIES, INC.

By: 
Name: Michael G. Piazza
Title: Treasurer & C.F.O.

WATSEKA INTERSTATE LLC

By: Interstate Commodities, Inc., its sole member

By: 
Name: Michael G. Piazza
Title: Treasurer & C.F.O.

R.M. RAILCARS LLC

By: Interstate Commodities, Inc., its sole member

By: 
Name: Michael G. Piazza
Title: Treasurer & C.F.O.

(Memorandum of Lease Agreement – Lease Supplement No. 02)

STATE OF NEW YORK)
) ss.
COUNTY OF ALBANY)

I HEREBY CERTIFY, that on this 25th day of October, 2013, before me, the undersigned, a Notary Public of the State of New York, personally appeared Sarah A. Halliday, who acknowledged himself to be the Vice President of M&T BANK, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Mary Lou Rubino
Notary Public

My Commission Expires:

MARY LOU RUBINO
Notary Public, State of New York
No. 01RU4697600
Qualified in Columbia County
Commission Expires October 31, 2017

STATE OF New York)
) ss.
COUNTY OF Albany)

I HEREBY CERTIFY, that on this 25th day of October, 2013, before me, the undersigned, a Notary Public of the State of New York, personally appeared Michael G. Piazza, who acknowledged himself to be the President of INTERSTATE COMMODITIES, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.

Mary Lou Rubino
Notary Public

My Commission Expires:

MARY LOU RUBINO
Notary Public, State of New York
No. 01RU4697600
Qualified in Columbia County
Commission Expires October 31, 2017

STATE OF New York)
) ss.
COUNTY OF Albany)

I HEREBY CERTIFY, that on this 25th day of October, 2013, before me, the undersigned, a Notary Public of the State of New York, personally appeared Michael G. Piazza, who acknowledged himself to be the President of Interstate Commodities, Inc., the sole member of WATSEKA INTERSTATE LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.

Mary Lou Rubino
Notary Public

My Commission Expires:

MARY LOU RUBINO
Notary Public, State of New York
No. 01RU4697600
Qualified in Columbia County
Commission Expires October 31, 2017

STATE OF New York)
) ss.
COUNTY OF Albany)

I HEREBY CERTIFY, that on this 25th day of October, 2013, before me, the undersigned, a Notary Public of the State of New York, personally appeared Michael G. Piazza, who acknowledged himself to be the President of Interstate Commodities, Inc., the sole member of R.M. RAILCARS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.

Mary Lou Rubino
Notary Public

My Commission Expires:

MARY LOU RUBINO
Notary Public, State of New York
No. 01RU4697600
Qualified in Columbia County
Commission Expires October 31, 2017

Exhibit No. 1 to Memorandum of Lease Agreement - Consisting of Three (3) Pages
DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

Car Count	Origin	Car #	Equipment Id	Car #	Built Year	Extended Service	Tare Weight	Gross Rail Load/Gross Weight	Cubic Feet Capacity	Bottom Outlet Count	Roof Type	Compartment Count
1	CSXT	227180	INTX	427130	1976	E	55300	263000	2700	2	4	2
2	CSXT	227186	INTX	427131	1976	E	54800	263000	2700	2	4	2
3	CSXT	227227	INTX	427132	1976	E	56400	263000	2700	2	4	2
4	CSXT	227339	INTX	427133	1976	E	55500	263000	2700	2	4	2
5	CSXT	227677	INTX	427134	1976	E	56500	263000	2700	2	4	2
6	CSXT	227685	INTX	427135	1976	E	56400	263000	2700	2	4	2
7	CSXT	227677	INTX	427136	1976	E	55900	263000	2700	2	4	2
8	CSXT	227882	INTX	427137	1976	E	55300	263000	2700	2	4	2
9	CSXT	227928	INTX	427138	1976	E	55300	263000	2700	2	4	2
10	CSXT	227229	INTX	427144	1976	E	55100	263000	2700	2	4	2
11	CSXT	227546	INTX	427145	1976	E	55100	263000	2700	2	4	2
12	CSXT	227584	INTX	427146	1976	E	55200	263000	2700	2	4	2
13	CSXT	227688	INTX	427147	1976	E	55500	263000	2700	2	4	2
14	CSXT	227725	INTX	427148	1976	E	55800	263000	2700	2	4	2
15	CSXT	227798	INTX	427149	1976	E	54900	263000	2700	2	4	2
16	CSXT	227804	INTX	427150	1976	E	55500	263000	2700	2	4	2
17	CSXT	227981	INTX	427151	1976	E	55700	263000	2700	2	4	2
18	CSXT	227112	INTX	427160	1976	E	55800	263000	2700	2	1	2
19	CSXT	227122	INTX	427161	1976	E	56200	263000	2700	2	1	2
20	CSXT	227169	INTX	427162	1976	E	55300	263000	2700	2	1	2
21	CSXT	227263	INTX	427163	1976	E	55700	263000	2700	2	1	2
22	CSXT	227554	INTX	427164	1976	E	54800	263000	2700	2	1	2
23	CSXT	227715	INTX	427165	1976	E	56200	263000	2700	2	1	2
24	CSXT	227744	INTX	427166	1976	E	56100	263000	2700	2	1	2
25	CSXT	227836	INTX	427167	1976	E	55500	263000	2700	2	1	2
26	CSXT	227941	INTX	427168	1976	E	55500	263000	2700	2	1	2
27	CSXT	227699	INTX	427126	1976	E	55500	263000	2700	3	4	2
28	CSXT	227154	INTX	427101	1976	C	55600	263000	2700	2	4	2
29	CSXT	227197	INTX	427102	1976	C	55900	263000	2700	2	4	2
30	CSXT	227219	INTX	427103	1976	C	55100	263000	2700	2	4	2
31	CSXT	227463	INTX	427104	1976	C	55400	263000	2700	2	4	2
32	CSXT	227494	INTX	427105	1976	C	55800	263000	2700	2	4	2
33	CSXT	227581	INTX	427106	1976	C	55100	263000	2700	2	4	2

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DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

34	CSXT	227605	INTX	427107	1976	C	56200	263000	2700	2	4	4	2
35	CSXT	227622	INTX	427108	1976	C	56100	263000	2700	2	4	4	2
36	CSXT	227733	INTX	427109	1976	C	56500	263000	2700	2	4	4	2
37	CSXT	227960	INTX	427110	1976	C	55700	263000	2700	2	4	4	2
38	CSXT	227979	INTX	427111	1976	C	56800	263000	2700	2	4	4	2
39	CSXT	247434	INTX	462146	1976	E	62400	263000	4600	3	1	1	3
40	CSXT	247523	INTX	462147	1976	E	61900	263000	4600	3	1	1	3
41	CSXT	247546	INTX	462148	1976	E	62400	263000	4600	3	1	1	3
42	CSXT	247542	INTX	462139	1976	E	63200	263000	4600	3	1	1	3
43	CSXT	247431	INTX	462161	1976	E	61900	263000	4600	3	1	1	3
44	CSXT	247471	INTX	462107	1976	C	62400	263000	4600	3	1	1	3
45	CSXT	247515	INTX	462128	1976	C	62900	263000	4600	3	1	1	3
46	GTW	138294	INTX	47159	1976	E	60300	263000	4750	3	1	1	3
47	CSXT	201576	INTX	462103	1976	C	70400	266000	5250	6	4	4	4
48	SIRX	575013	INTX	575013	1976	E	67700	263000	5750	4	1	1	4
49	SIRX	575012	INTX	575012	1976	E	67800	263000	5750	4	1	1	4
50	SIRX	575009	INTX	575009	1976	E	68800	263000	5750	4	1	1	4
51	NYC	883847	INTX	427142	1977	E	53400	263000	3000	4	4	4	2
52	NYC	883600	INTX	427154	1977	E	53300	263000	3000	4	4	4	2
53	NYC	883718	INTX	427155	1977	E	53400	263000	3000	4	4	4	2
54	NYC	883931	INTX	427156	1977	E	53200	263000	3000	4	4	4	2
55	NYC	883842	INTX	427175	1977	E	53700	263000	3000	4	1	1	2
56	NYC	883947	INTX	427178	1977	E	53400	263000	3000	4	4	4	2
57	CSXT	249890	INTX	472150	1977	E	60700	263000	4750	3	1	1	3
58	CSXT	249898	INTX	472151	1977	E	60500	263000	4750	3	1	1	3
59	CSXT	251071	INTX	472154	1977	E	60700	263000	4750	3	1	1	3
60	CSXT	251099	INTX	472155	1977	E	60200	263000	4750	3	1	1	3
61	CSXT	251187	INTX	472156	1977	E	60600	263000	4750	3	1	1	3
62	CSXT	251217	INTX	472157	1977	E	60000	263000	4750	3	1	1	3
63	CSXT	251276	INTX	472159	1977	E	60800	263000	4750	3	1	1	3
64	CSXT	251389	INTX	472160	1977	E	59900	263000	4750	3	1	1	3
65	CSXT	251584	INTX	472162	1977	E	60500	263000	4750	3	1	1	3
66	CSXT	251595	INTX	472163	1977	E	60700	263000	4750	3	1	1	3
67	CSXT	251599	INTX	472164	1977	E	60600	263000	4750	3	1	1	3
68	CSXT	251625	INTX	472165	1977	E	60400	263000	4750	3	1	1	3
69	CSXT	251738	INTX	472167	1977	E	60500	263000	4750	3	1	1	3
70	CSXT	251793	INTX	472168	1977	E	60500	263000	4750	3	1	1	3

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 DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

71	CSXT	251539	INTX	472507	1977	E	60400	263000	4750	3	1	3
72	CSXT	251667	INTX	472508	1977	E	60900	263000	4750	3	1	3
73	ICG	766444	INTX	47488	1977	E	60700	263000	4750	3	1	3
74	CSXT	251479	INTX	472498	1977	E	60800	263000	4750	3	1	3
75	CSXT	251535	INTX	472499	1977	E	60500	263000	4750	3	1	3
76	CSXT	251603	INTX	472500	1977	E	60600	263000	4750	3	1	3
77	CSXT	251714	INTX	472501	1977	E	60800	263000	4750	3	1	3
78	CSXT	251337	INTX	472102	1977	C	60200	263000	4750	3	1	3
79	CSXT	251523	INTX	472104	1977	C	60400	263000	4750	3	1	3