



November 10, 2011

RECORDATION NO. 30000 FILED

Surface Transportation Board  
395 E Street, SW, Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

NOV 18 '11 -4 15 PM

**SURFACE TRANSPORTATION BOARD**

**Re: Memorandum of Lease**

To Whom It May Concern

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) original and two (2) copies of a Memorandum of Lease Agreement dated September 8, 2011, a primary document as defined in the Board's Rules for Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

Lessor	Lessee
Progress Rail Leasing Corporation 1600 Progress Drive Albertville, Alabama 35950	Interstate Commodities, Inc 7 Madison Street Troy, NY 12181

A description of the railroad equipment covered by the enclosed document is five (5) 5161 cube, 1996 Trinity built, S-259 Restricted Interchange Code-2 286K Gross Rail Load covered hopper railcars having INTX marks (see Exhibit A for numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed, please find a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned, along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me.

Thank you,  
**PROGRESS RAIL SERVICES CORPORATION**

*Brandy*  
Brandy Plunkett, CP  
Certified Paralegal  
(256) 505-6752  
Plunkett\_Brandy@cat.com

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**MEMORANDUM OF LEASE**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 8th day of September, 2011, by and between Progress Rail Leasing Corporation (the "Lessor"), a Delaware corporation, and Interstate Commodities, Inc ("Lessee"), a New York corporation

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (Net) (the "Lease") dated as of September 8, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease

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 [Signature]  
J Duane Cantrell, its Senior Vice President

ATTEST

By [Signature]  
Doug Creech, Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy Pleckett, 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 8th day of September, 2011

Brandy Pleckett  
Notary Public  
My commission expires 10-10-12

JGN

LESSEE:

INTERSTATE COMMODITIES, INC.

By [Signature]  
Name Gregory F. Oberking  
Its President

ATTEST

By [Signature]  
Name Kelly Davis  
Its Controller

STATE OF New York  
COUNTY OF Westchester

I, Ann Carolyn Daly a Notary Public of the County and State aforesaid, certify that Gregory F. Oberking as President 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 8<sup>th</sup> day of September, 2011

ANN CAROLYN DALY  
Notary Public State of New York  
Qualified in Albany County  
No. 11DA63-9612  
Commission Expires Oct 23, 20 14

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

EXHIBIT A  
TO  
MEMORANDUM OF LEASE

Number of Cars        5

Description of Cars    5161 cube, 1996 Trinity built, S-259 Restricted Interchange Code  
2 286K gross rail load covered hopper railcars

Car Numbers

INTX	96101
INTX	96102
INTX	96103
INTX	96104
INTX	96105