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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 11, 2013

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 Lease, dated as of September 28, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

Lessee: Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

Chief
Section of Administration
March 11, 2013
Page 2

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

35 hopper cars within the series PMRX 348018 – PMRX 348258 as set forth in the document.

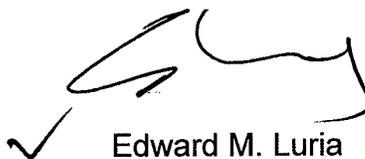
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 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 'E. M. Luria', with a checkmark to its left.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 28 day of September, 2012, by and between Progress Rail Leasing Corporation (the "Lessor") and Interstate Commodities, Inc. (the "Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Railcar Master Lease Agreement (the "Lease") dated as of October 12, 2011, as supplemented by that certain Schedule 3 (the "Schedule") dated as of September 28, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease and Schedule, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease and Schedule.

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: 

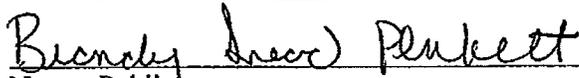
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy Snead-Plunkett, 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 28 day of September, 2012.


Notary Public

My commission expires: 10-10-12

LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]
Name: Gregory F. Oberling
Its: CEO & President

STATE OF New York

COUNTY OF _____

I, Ann Carolyn Daly, a Notary Public of the County and State aforesaid, certify that Gregory F. Oberling as CEO & 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 28 day of September, 2012.

[Signature]
Notary Public
My commission expires: Oct 23, 2014

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 2014

EXHIBIT A
TO
MEMORANDUM OF LEASE

**THIRTY-FIVE (35) 4750 CUBIC FEET HOPPER RAILCARS WITH THE
FOLLOWING MARK AND NUMBERS:**

1	PMRX 348018
2	PMRX 348020
3	PMRX 348021
4	PMRX 348022
5	PMRX 348023
6	PMRX 348024
7	PMRX 348027
8	PMRX 348028
9	PMRX 348030
10	PMRX 348036
11	PMRX 348040
12	PMRX 348041
13	PMRX 348042
14	PMRX 348045
15	PMRX 348064
16	PMRX 348067
17	PMRX 348113
18	PMRX 348123

19	PMRX 348140
20	PMRX 348141
21	PMRX 348145
22	PMRX 348154
23	PMRX 348160
24	PMRX 348165
25	PMRX 348170
26	PMRX 348196
27	PMRX 348204
28	PMRX 348209
29	PMRX 348212
30	PMRX 348215
31	PMRX 348232
32	PMRX 348237
33	PMRX 348244
34	PMRX 348246
35	PMRX 348258

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 3/11/13

Edward M Luria
Edward M. Luria