

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2205

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

September 30, 2016

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 e-filing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Security Agreement, a primary document dated as of September 30, 2016. We request that this document be given the next Recordation No.

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

Secured Party:

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

Borrowers:

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

A description of the equipment covered by the Memorandum of Security Agreement consists of 38 railcars numbered CGRX 21263, 21204, 21211, 21216, 21218, 21222, 21224, 21227, 21228, 21230, 21236, 21240, 21241, 21242, 21246, 21249, 21254, 21265, 21271, 21275, 21276, 21277, 21285, 21293, 21298, 21304, 21310, 21315, 21320, 21322, 21324, 21326, 21328, 21331, and 21340, NOKL 67015, CP 390269, and SOO 74503.

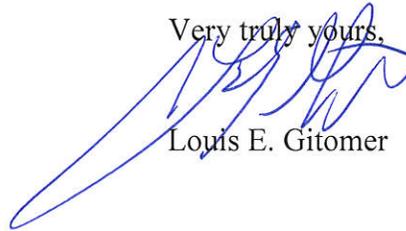
Ms. Cynthia T. Brown
September 30, 2016
Page 2

A fee of \$45.00 is enclosed. Please return a copy by email to:

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

A short summary of the document to appear in the index as follows: a Memorandum of Security Agreement dated as of September 30, 2016 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 38 railcars numbered CGRX 21263, 21204, 21211, 21216, 21218, 21222, 21224, 21227, 21228, 21230, 21236, 21240, 21241, 21242, 21246, 21249, 21254, 21265, 21271, 21275, 21276, 21277, 21285, 21293, 21298, 21304, 21310, 21315, 21320, 21322, 21324, 21326, 21328, 21331, and 21340, NOKL 67015, CP 390269, and SOO 74503.

Very truly yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF SECURITY AGREEMENT

dated as of **September 30, 2016**

between

M&T BANK,
as Secured Party

and

INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC
and R.M. RAILCARS LLC,
jointly, severally and collectively, as Debtor

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 SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT is made and entered into as of **September 30, 2016**, by and among M&T BANK (together with its successors and assigns, "Secured Party") and INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC and R.M. RAILCARS LLC, jointly and severally as co-debtors (collectively, "Debtor"), with reference to the following:

1. Pursuant to a Security Agreement dated as of **September 30, 2016** (the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described on Exhibit No. 1 attached hereto (the "Railcars").
2. The Security Agreement shall be effective as of the date first set forth above and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

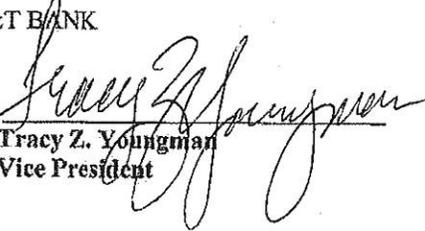
This Memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Security Agreement.

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

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

Secured Party:

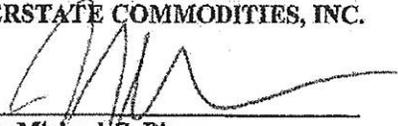
M&T BANK

By: 

Tracy Z. Youngman
Vice President

Debtor:

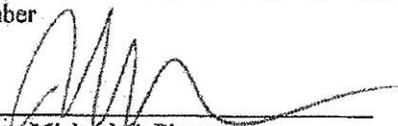
INTERSTATE COMMODITIES, INC.

By: 

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

WATSEKA INTERSTATE LLC

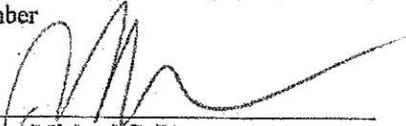
By: Interstate Commodities, Inc., its sole member

By: 

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

R.M. RAILCARS LLC

By: Interstate Commodities, Inc., its sole member

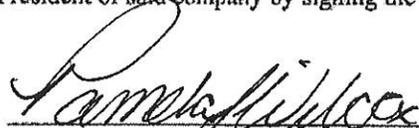
By: 

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

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

I HEREBY CERTIFY, that on this 30th day of September, 2016, before me, the undersigned, a Notary Public of the State of New York, personally appeared Tracy Z. Youngman, 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.



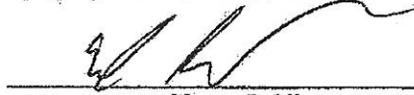
Notary Public
PAMELA J. WILCOX
NOTARY PUBLIC, State of New York
Registration # 01W16139942
Qualified in Monroe County
Commission Expires Jan. 17, 2018

My Commission Expires:

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

I HEREBY CERTIFY, that on this 29th day of September, 2016, 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.


Notary Public

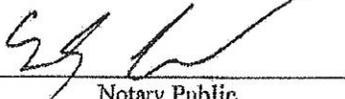
DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-2017

My Commission Expires:

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

I HEREBY CERTIFY, that on this 20th day of **September, 2016**, 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.



Notary Public

My Commission Expires:

DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-2017

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

I HEREBY CERTIFY, that on this 29th day of **September, 2016**, 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.



Notary Public
DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-2017

My Commission Expires:

EXHIBIT NO. 1
TO MEMORANDUM OF SECURITY AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

EXHIBIT NO. 1
TO MEMORANDUM OF SECURITY AGREEMENT
 Dated as of September 30, 2016
 to Railcar Master Lease Agreement Dated as of October 28, 2013

Equipment Initial	Equipment Number	Year Built	Tare Weight	Gross Rail Load/Weight	Cubic Feet Capacity	Bottom Outlet Count	Roof Type	Roof Description	Cost
CGRX	21263	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21285	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21304	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21216	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21246	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21326	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21204	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21211	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21218	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21222	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21228	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21236	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21240	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21241	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21254	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21265	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21275	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21277	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21298	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21310	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21242	1979	63700	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21230	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21328	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21227	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21324	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21224	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21276	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21293	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21320	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21249	1979	63300	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21315	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21340	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21322	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21271	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
CGRX	21331	1979	63200	263000	4740	3	1	Trough or Continuous Hatch	\$ 13,000.00
NOKL	67015	1980	60500	263000	4650	4	1	Trough or Continuous Hatch	\$ 11,500.00
CP	390269	1978	62500	263000	4780	3	1	Trough or Continuous Hatch	\$ 13,000.00
S00	74503	1976	63200	268000	4600	3	1	Trough or Continuous Hatch	\$ 11,000.00
									\$ 490,500.00