

LAW OFFICES OF
LOUIS E. GITOMER, LLC

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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 Lease Agreement, a secondary document, dated as of September 30, 2016. 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 "A" 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.
Watska Interstate LLC
R.M. Railcars LLC
7 Madison Street
Troy, NY 12181

A description of the equipment covered by the Memorandum of Lease 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.

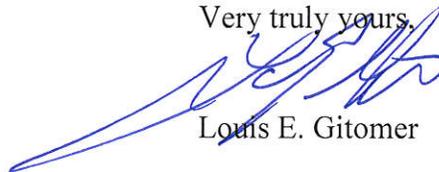
Ms. Cynthia T. Brown
September 30, 2016
Page 2

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 Lease 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 LEASE AGREEMENT

dated as of September 30, 2016

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 **September 30, 2016**, 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 **14** dated as of **September 30, 2016**, 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.

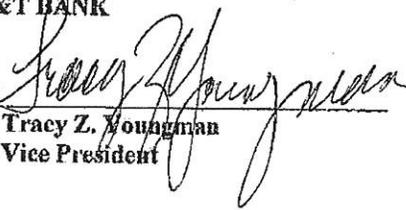
This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

(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:

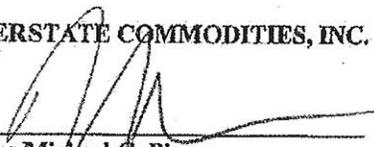
M&T BANK

By: 

**Tracy Z. Youngman
Vice President**

Lessee:

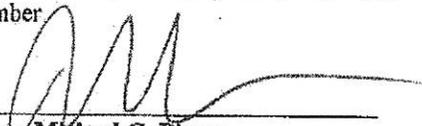
INTERSTATE COMMODITIES, INC.

By: 

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

WATSEKA INTERSTATE LLC

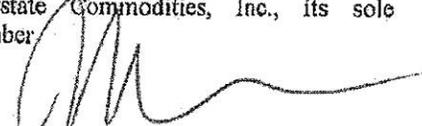
By: Interstate Commodities, Inc., its sole member

By: 

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

R.M. RAILCARS LLC

By: Interstate Commodities, Inc., its sole member

By: 

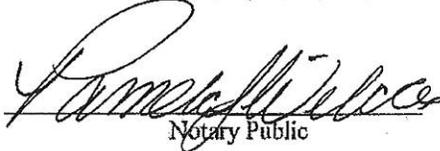
**Name: Michael G. Piazza
Title: Treasurer & C.F.O.**

(Memorandum of Lease Agreement – Lease Supplement No. 13)

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

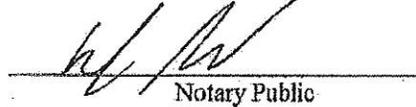
My Commission Expires:

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

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., 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

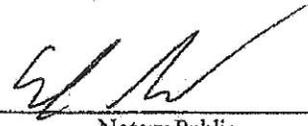
My Commission Expires:

DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SE6275944
Commission Expires: 02-04-2012

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

I HEREBY CERTIFY, that on this 24th 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. 02SEG275944
Commission Expires: 02-04-20 16

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

I HEREBY CERTIFY, that on this 24th 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

My Commission Expires:

DEREK D. SELLMAN
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SEG275944
Commission Expires: 02-04-20 16

EXHIBIT NO. 1
TO MEMORANDUM OF SECURITY AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

