

RECORDATION NO 30881 FILED
August 06, 2013 08:00 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 6, 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 January 22, 2013, 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: Macquarie Rail Inc.
1 North Wacker Drive, 9th Floor
Chicago, IL 60606

Lessee: Iowa Interstate Railroad, Ltd.
5900 6th Street S.W.
Cedar Rapids, Iowa 52404

Section Chief
August 6, 2013
Page 2

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

75 open top mill gondola railcars within series IAIS 110001 – IAIS 110150 as set forth in the attachment to 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,



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF LEASE
BETWEEN
MACQUARIE RAIL INC.
("LESSOR")**

AND

**IOWA INTERSTATE RAILROAD, LTD.
("LESSEE")**

January 22, 2013

THIS MEMORANDUM OF LEASE is dated as of January 22, 2013 by and between MACQUARIE RAIL INC., a Delaware corporation, ("*Lessor*") and IOWA INTERSTATE RAILROAD, LTD., a Delaware corporation ("*Lessee*").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor seventy-five (75) 66 foot open top mill gondola railcars (each, a "*Car*") bearing (or to be bearing) marks and numbers as described on the attached Schedule.
2. The Lease was effective as of January 22, 2013 and will be subject to the lease term, as described in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

I, MARK BRECHT, certify that I am Vice President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: MB
Title: Vice President
Date: January 22, 2013

I, DAVID H. EDWARDS, certify that I am PRESIDENT of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: David H. Edwards
Title: President
Date: January 22, 2013

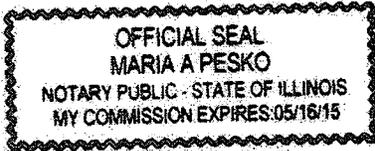
Lessee: IOWA INTERSTATE RAILROAD, LTD., a Delaware corporation
I, MC BURKART, certify that I am V.P. CEO of IOWA INTERSTATE
RAILROAD, LTD., a Delaware corporation, that the seal affixed to the foregoing instrument is
the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the
corporation by authority of its Board of Directors, and that I acknowledge that the execution of
the foregoing instrument was the free act and deed of the corporation. I further declare (certify,
verify or state) under penalty of perjury ("under the laws of the United States of America" if
executed outside the United States of America) that the foregoing is true and correct. Executed
on date indicated below.

By: MC Burkart
Title: V.P. CEO
Date: JANUARY 22, 2013

STATE OF ILLINOIS

COUNTY OF COOK

On this 22nd day of January, 2013, before me personally appeared Mark Brecht and David Edwards, to me personally known, who being by me duly sworn, says that they are the SVP Operator and President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC

My commission expires: 5/16/15

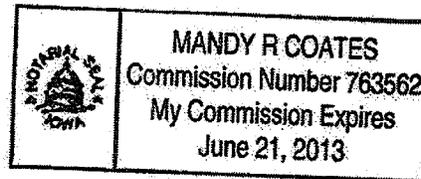
STAT OF IOWA

COUNTY OF LINN

On this 22 day of January, 2013, before me personally appeared Mc BURKAT, to me personally known, who being by me duly sworn, says that he is the VP-CEO of IOWA INTERSTATE RAILROAD, LTD., a Delaware corporation that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires 6/21/2013



Schedule of Cars

- Seventy-five (75) 66 foot Open Top Mill Gondola Railcars

IAIS 110001	IAIS 110069
IAIS 110002	IAIS 110071
IAIS 110004	IAIS 110074
IAIS 110006	IAIS 110075
IAIS 110007	IAIS 110080
IAIS 110008	IAIS 110082
IAIS 110010	IAIS 110083
IAIS 110012	IAIS 110085
IAIS 110013	IAIS 110089
IAIS 110017	IAIS 110090
IAIS 110018	IAIS 110091
IAIS 110019	IAIS 110094
IAIS 110020	IAIS 110098
IAIS 110022	IAIS 110099
IAIS 110024	IAIS 110101
IAIS 110025	IAIS 110102
IAIS 110026	IAIS 110104
IAIS 110029	IAIS 110105
IAIS 110032	IAIS 110106
IAIS 110034	IAIS 110109
IAIS 110035	IAIS 110111
IAIS 110036	IAIS 110114
IAIS 110038	IAIS 110115
IAIS 110043	IAIS 110118
IAIS 110044	IAIS 110119
IAIS 110045	IAIS 110120
IAIS 110046	IAIS 110121
IAIS 110049	IAIS 110122
IAIS 110050	IAIS 110123
IAIS 110052	IAIS 110127
IAIS 110056	IAIS 110129
IAIS 110058	IAIS 110133
IAIS 110061	IAIS 110136
IAIS 110063	IAIS 110137
IAIS 110064	IAIS 110143
IAIS 110066	IAIS 110145
IAIS 110067	IAIS 110146
	IAIS 110150

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: 8/16/13

Edward M Luria
Edward M. Luria