

RECORDATION NO 30754 FILED
June 6, 2013 12:20 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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June 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 March 21, 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:	Progress Rail Leasing Corporation 1600 Progress Drive Albertville, AL 35950
Lessee:	Duke Energy Business Services LLC 526 S. Church Street Charlotte, NC 28202

Chief
Section of Administration
June 6, 2013
Page 2

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

One (1) model SW-1000 locomotive bearing ID No. 4615.

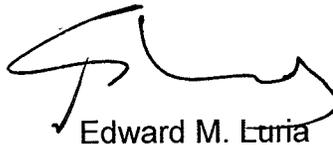
A short summary of the document to appear in the index is:

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

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 21st day of March, 2013, by and between Progress Rail Leasing Corporation (the "Lessor") and Duke Energy Services LLC ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into a Locomotive Lease Agreement (NET) as supplemented by that certain Schedule No. 1 to Locomotive Lease Agreement (the "Lease") dated as of March 15, 2013, whereby Lessor has agreed to lease to Lessee a unit 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: 

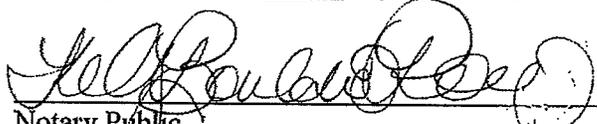
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Kelly Bouldin Roney, 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 21 day of March, 2013.


Notary Public
My commission expires: 5/26/13

LESSEE:

DUKE ENERGY BUSINESS SERVICES LLC

By: [Signature]
Name: Mike Allison
Its: Director, Fleet Svcs

STATE OF North Carolina

COUNTY OF Gastonia

Jennifer Hitchcock, a Notary Public of the County and State aforesaid, certify that Mike Allison, as Director, Fleet Services of Duke Energy Business Services LLC 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 29th day of May, 2013.

Jennifer Hitchcock
Notary Public
My commission expires: 9/19/15

EXHIBIT A
TO
MEMORANDUM OF LEASE

"UNIT"

ONE (1) REMANUFACTURED 1971 GENERAL MOTORS CORP. LOCOMOTIVE MODEL SW-1000 RATED AT 1000 HORSEPOWER EQUIPPED WITH THE FOLLOWING: MODEL 8-645-E DIESEL ENGINE, D25 MAIN GENERATOR, 10KW AUXILLIARY GENERATOR, WBO AIR COMPRESSOR, 26NL AIR BRAKE SCHEDULE, 6 ½ X 12 ROLLER BEARING TRUCK ASSEMBLIES WITH 2" OR BETTER WHEEL THICKNESS, D77 TRACTION MOTORS, BEARING ID NO. 4615

TOGETHER WITH ALL PARTS, ADDITIONS, ACCESSIONS, AND ACCESSORIES INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO.

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: 6/6/13

Edward M Luria
Edward M. Luria