

RECORDATION NO 30900 FILED
August 20, 2013 02:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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August 20, 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 August, 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 documents are:

Lessor:	Progress Rail Leasing Corporation 1600 Progress Drive Albertville, AL 35950
Lessee:	Paducah & Louisville Railway, Inc. 200 Clark Street, Paducah, KY 42003

Section Chief
August 20, 2013
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A description of the railroad equipment covered by the enclosed document is:

5 railcars: PAL 247501 – PAL 247505.

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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 5th day of August, 2013, by and between Progress Rail Leasing Corporation (the "Lessor") and Paducah and Louisville Railway, Inc. ("Lessee").

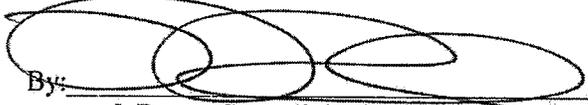
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Amended and Restated Master Railcar Lease Agreement (Full Service) as supplemented by that certain Schedule 1 to Master Railcar Lease Agreement (the "Lease") dated as of August 5, 2013, whereby Lessor has agreed to lease to Lessee certain railcars 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

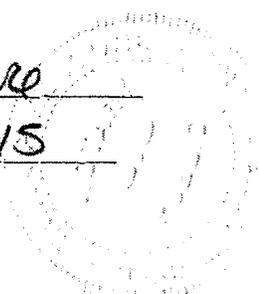
I, Tanya P. Killgore, a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 20th day of August, 2013.



Notary Public

My commission expires: 9-1-2015


KR

LESSEE:

PADUCAH AND LOUISVILLE RAILWAY,
INC.

By: [Signature]
Name: Kevin McEwan
Its: Director of Marketing

STATE OF Ky
COUNTY OF McCracken

I, [Signature], a Notary Public of the County and State aforesaid, certify that Kevin McEwan, as Director of Marketing of Paducah and Louisville Railway, 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 5th day of July, 2013.

[Signature]
Notary Public
My commission expires: November 12, 2015
Notary ID 454191

(Kp)

EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

PAL 247501

PAL 247502

PAL 247503

PAL 247504

PAL 247505

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: 8/20/13

Edward M Luria
Edward M. Luria