

RECORDATION NO 31005 FILED
December 12, 2013 11:30 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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December 12, 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 December 12, 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:	Aggregates USA 3300 Cahaba Rd. Suite 320 Birmingham, AL 35223

Section Chief
December 12, 2013
Page 2

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

100 railcars: PRSX 1000 – PRSX 1099.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$44.00 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 'E. 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 10th day of December, 2013, by and between Progress Rail Leasing Corporation (the "Lessor") and Aggregates USA ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (Full Service) as supplemented by that certain Schedule 1 to Master Railcar Lease Agreement (the "Lease") dated as of December 10, 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: 

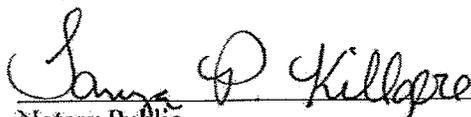
J. Duane Cantrell, its Senior Vice President

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 10 day of December, 2013.



Notary Public

My Commission Expires: 9-1-2015





LESSEE:

AGGREGATES USA

By: [Signature]
Name: Jeff Ferrell
Its: Vice President - Sales

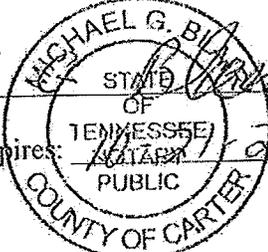
STATE OF Tennessee

COUNTY OF Carter

I, Michael G Blair, a Notary Public of the County and State aforesaid, certify that Jeff Ferrell, as V.P. Sales of Aggregates USSA personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 10 day of December, 2013.

Michael Blair
Notary Public
My Commission Expires: 12/31/2015



(KR)

[Signature]

EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

One hundred (100) railcars, with the following marks and numbers:

1 PRSX	1000	35 PRSX	1034	69 PRSX	1068
2 PRSX	1001	36 PRSX	1035	70 PRSX	1069
3 PRSX	1002	37 PRSX	1036	71 PRSX	1070
4 PRSX	1003	38 PRSX	1037	72 PRSX	1071
5 PRSX	1004	39 PRSX	1038	73 PRSX	1072
6 PRSX	1005	40 PRSX	1039	74 PRSX	1073
7 PRSX	1006	41 PRSX	1040	75 PRSX	1074
8 PRSX	1007	42 PRSX	1041	76 PRSX	1075
9 PRSX	1008	43 PRSX	1042	77 PRSX	1076
10 PRSX	1009	44 PRSX	1043	78 PRSX	1077
11 PRSX	1010	45 PRSX	1044	79 PRSX	1078
12 PRSX	1011	46 PRSX	1045	80 PRSX	1079
13 PRSX	1012	47 PRSX	1046	81 PRSX	1080
14 PRSX	1013	48 PRSX	1047	82 PRSX	1081
15 PRSX	1014	49 PRSX	1048	83 PRSX	1082
16 PRSX	1015	50 PRSX	1049	84 PRSX	1083
17 PRSX	1016	51 PRSX	1050	85 PRSX	1084
18 PRSX	1017	52 PRSX	1051	86 PRSX	1085
19 PRSX	1018	53 PRSX	1052	87 PRSX	1086
20 PRSX	1019	54 PRSX	1053	88 PRSX	1087
21 PRSX	1020	55 PRSX	1054	89 PRSX	1088
22 PRSX	1021	56 PRSX	1055	90 PRSX	1089
23 PRSX	1022	57 PRSX	1056	91 PRSX	1090
24 PRSX	1023	58 PRSX	1057	92 PRSX	1091
25 PRSX	1024	59 PRSX	1058	93 PRSX	1092
26 PRSX	1025	60 PRSX	1059	94 PRSX	1093
27 PRSX	1026	61 PRSX	1060	95 PRSX	1094
28 PRSX	1027	62 PRSX	1061	96 PRSX	1095
29 PRSX	1028	63 PRSX	1062	97 PRSX	1096
30 PRSX	1029	64 PRSX	1063	98 PRSX	1097
31 PRSX	1030	65 PRSX	1064	99 PRSX	1098
32 PRSX	1031	66 PRSX	1065	100 PRSX	1099
33 PRSX	1032	67 PRSX	1066		
34 PRSX	1033	68 PRSX	1067		

(KR)

ESP

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: 12/12/13

Edward M Luria

Edward M. Luria