

RECORDATION NO 30673-A FILED

January 22, 2014 09:30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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January 22, 2014

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 21, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30673.

The names and addresses of the parties to the enclosed document are:

Lessor: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

Lessee: Argos Cement, LLC
12735 Morris Road Ext
Alpharetta, GA 30004

Chief
Section of Administration
January 22, 2014
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A description of the railroad equipment covered by the enclosed document is:

20 covered hopper railcars within the series PMRX 11580 – PMRX 11623 as set forth in the attachment to the document.

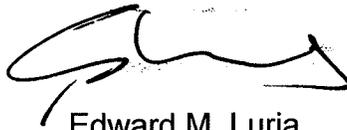
A short summary of the document to appear in the index is:

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,

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 21st day of January, ~~2013~~²⁰¹⁴, by and between Progress Rail Leasing Corporation (the "Lessor") and Argos Cement, LLC ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Schedule 2, dated March 1, 2013, to Master Railcar Lease Agreement (the "Lease") dated as of March 1, 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

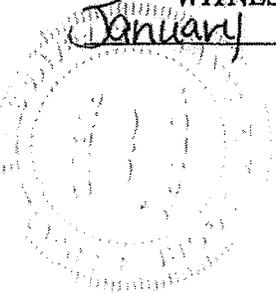
STATE OF ALABAMA

COUNTY OF MARSHALL

I, Yanya 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 21st day of

January, ~~2013~~²⁰¹⁴.



Yanya P. Killgore
Notary Public
My commission expires: 9-1-2015



LESSEE:

ARGOS CEMENT, LLC

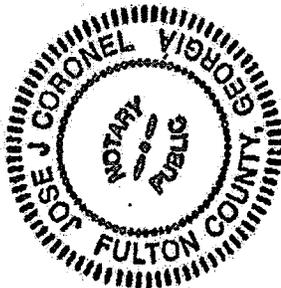
By: *Neal Giese* (MP)
Name: Neal Giese
Its: Vice President - Logistics

STATE OF Carolina

COUNTY OF Fulton

I, Jose J. Covarrubias, a Notary Public of the County and State aforesaid, certify that Neal Giese, as Vice President of Argos Cement, 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 18th day of December, 2013.



Jose J. Covarrubias
Notary Public
My commission expires: 0301-2016

(KR)

EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

Twenty (20) 3,281 cubic foot covered hopper railcars with the following marks and numbers:

1	PMRX	11580
2	PMRX	11581
3	PMRX	11582
4	PMRX	11585
5	PMRX	11590
6	PMRX	11600
7	PMRX	11601
8	PMRX	11602
9	PMRX	11603
10	PMRX	11605
11	PMRX	11607
12	PMRX	11610
13	PMRX	11611
14	PMRX	11612
15	PMRX	11613
16	PMRX	11617
17	PMRX	11618
18	PMRX	11619
19	PMRX	11622
20	PMRX	11623

(KR)

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: 4/22/14

Edward M Luria

Edward M. Luria