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

October 28, 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 October 22, 2014, 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: Vulcan Construction Materials, LP  
1200 Urban Center Drive  
Birmingham, AL 35242

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

225 railcars: PMRX 4800 – PMRX 4899, inclusive, and PMRX 5000 – PMRX 5124, inclusive.

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

Memorandum Lease.

Section Chief  
October 28, 2014  
Page 2

Also enclosed is a check in the amount of \$43.00 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,

  
for  
Edward M. Luria

EML/cem  
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 22 day of October, 2014, by and between Progress Rail Leasing Corporation (the "Lessor") and Vulcan Construction Materials, LP (the "Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (the "Lease") dated as of April 15, 2011, as supplemented by that certain Schedule 6 dated as of the date hereof, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease, 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: [Signature]  
Name: John Newman  
Its: Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Tanya P. Killgore a Notary Public of the County and State aforesaid, certify that John Newman, as 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 22 day of October, 2014.

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

KP

*Notary Public 10/3/14*  
*Legal review for log series*

LESSEE:

VULCAN CONSTRUCTION MATERIALS, LP

By: *H.P. Dorton Jr.*  
Name: *H.P. Dorton Jr.*  
Its: *VP Trans & Log*

STATE OF *Alabama*

COUNTY OF *Jefferson*

I, *Deborah M Chapman*, a Notary Public of the County and State aforesaid, certify that *H.P. Dorton Jr.* as *VP Transportation & Log* of Vulcan Construction Materials, LP 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 *8th* day of *October*, 2014.

*Deborah M Chapman*  
Notary Public  
My commission expires: *9/26/2015*

*(KR)*

**EXHIBIT A TO  
MEMORANDUM OF LEASE**

Two hundred twenty-five (225) railcars, consisting of one hundred (100) cars designated as "Group A" and one hundred twenty-five (125) railcars designated as "Group B."

**Group A**

1	PMRX	4800	35	PMRX	4834	69	PMRX	4868
2	PMRX	4801	36	PMRX	4835	70	PMRX	4869
3	PMRX	4802	37	PMRX	4836	71	PMRX	4870
4	PMRX	4803	38	PMRX	4837	72	PMRX	4871
5	PMRX	4804	39	PMRX	4838	73	PMRX	4872
6	PMRX	4805	40	PMRX	4839	74	PMRX	4873
7	PMRX	4806	41	PMRX	4840	75	PMRX	4874
8	PMRX	4807	42	PMRX	4841	76	PMRX	4875
9	PMRX	4808	43	PMRX	4842	77	PMRX	4876
10	PMRX	4809	44	PMRX	4843	78	PMRX	4877
11	PMRX	4810	45	PMRX	4844	79	PMRX	4878
12	PMRX	4811	46	PMRX	4845	80	PMRX	4879
13	PMRX	4812	47	PMRX	4846	81	PMRX	4880
14	PMRX	4813	48	PMRX	4847	82	PMRX	4881
15	PMRX	4814	49	PMRX	4848	83	PMRX	4882
16	PMRX	4815	50	PMRX	4849	84	PMRX	4883
17	PMRX	4816	51	PMRX	4850	85	PMRX	4884
18	PMRX	4817	52	PMRX	4851	86	PMRX	4885
19	PMRX	4818	53	PMRX	4852	87	PMRX	4886
20	PMRX	4819	54	PMRX	4853	88	PMRX	4887
21	PMRX	4820	55	PMRX	4854	89	PMRX	4888
22	PMRX	4821	56	PMRX	4855	90	PMRX	4889
23	PMRX	4822	57	PMRX	4856	91	PMRX	4890
24	PMRX	4823	58	PMRX	4857	92	PMRX	4891
25	PMRX	4824	59	PMRX	4858	93	PMRX	4892
26	PMRX	4825	60	PMRX	4859	94	PMRX	4893
27	PMRX	4826	61	PMRX	4860	95	PMRX	4894
28	PMRX	4827	62	PMRX	4861	96	PMRX	4895
29	PMRX	4828	63	PMRX	4862	97	PMRX	4896
30	PMRX	4829	64	PMRX	4863	98	PMRX	4897
31	PMRX	4830	65	PMRX	4864	99	PMRX	4898
32	PMRX	4831	66	PMRX	4865	100	PMRX	4899
33	PMRX	4832	67	PMRX	4866			
34	PMRX	4833	68	PMRX	4867			

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**Group B**

1	PMRX	5000
2	PMRX	5001
3	PMRX	5002
4	PMRX	5003
5	PMRX	5004
6	PMRX	5005
7	PMRX	5006
8	PMRX	5007
9	PMRX	5008
10	PMRX	5009
11	PMRX	5010
12	PMRX	5011
13	PMRX	5012
14	PMRX	5013
15	PMRX	5014
16	PMRX	5015
17	PMRX	5016
18	PMRX	5017
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108	PMRX	5107
109	PMRX	5108
110	PMRX	5109
111	PMRX	5110
112	PMRX	5111
113	PMRX	5112
114	PMRX	5113
115	PMRX	5114
116	PMRX	5115
117	PMRX	5116
118	PMRX	5117
119	PMRX	5118
120	PMRX	5119

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121	PMRX	5120
122	PMRX	5121

123	PMRX	5122
124	PMRX	5123

125	PMRX	5124
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[End of Exhibit A to Memorandum of Lease]

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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: 10/28/2014

Edward M Luria  
Edward M. Luria