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

March 12, 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 17, 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:	National Lime and Stone Company 551 Lake Cascade Parkway Findlay, OH 45840

Chief  
Section of Administration  
March 12, 2014  
Page 2

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

66 railcars within the series PMRX 86011 – PMRX 86196 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 \$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. M. Luria', with a checkmark to the left.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 17<sup>th</sup> day of January 2014, by and between Progress Rail Leasing Corporation (the "Lessor") and National Lime & Stone Company ("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 January 16, 2014, 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: \_\_\_\_\_



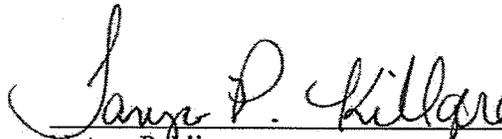
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

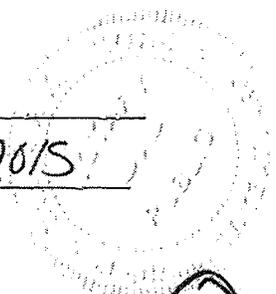
I, Tanya P. Killgore, a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 17<sup>th</sup> day of January 2014.



Notary Public

My Commission Expires: 9-1-2015



LESSEE:

NATIONAL LIME & STONE COMPANY

By: Timothy J. DiBernardino  
Name: Timothy J. DiBernardino  
Its: VP - Marketing & Distribution

STATE OF OHIO

COUNTY OF HANCOCK

I, KATHRYN PEHRSON, a Notary Public of the County and State aforesaid, certify that TIMOTHY DIBERNARDINO as VP MARKETING & DISTRIBUTION of National Lime & Stone Company 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 3 day of March, 2014.

Kathryn M. Pehrson  
Notary Public  
My Commission Expires: 7-9-18



KATHRYN M. PEHRSON  
Notary Public, State of Ohio  
My Commission Expires ~~6-2~~ 7-9-18

(KR)

EXHIBIT A  
TO  
MEMORANDUM OF LEASE

"CARS"

Count	66
Old Initial	Old Number
PMRX	86011
PMRX	86012
PMRX	86013
PMRX	86014
PMRX	86016
PMRX	86019
PMRX	86020
PMRX	86022
PMRX	86025
PMRX	86027
PMRX	86034
PMRX	86035
PMRX	86037
PMRX	86042
PMRX	86043
PMRX	86047
PMRX	86048
PMRX	86049
PMRX	86051
PMRX	86056
PMRX	86060
PMRX	86062
PMRX	86063
PMRX	86064
PMRX	86066
PMRX	86067
PMRX	86072
PMRX	86076
PMRX	86080
PMRX	86083
PMRX	86084
PMRX	86090
PMRX	86093
PMRX	86097
PMRX	86098
PMRX	86102

KR

PMRX	86106
PMRX	86109
PMRX	86110
PMRX	86111
PMRX	86113
PMRX	86115
PMRX	86117
PMRX	86125
PMRX	86130
PMRX	86133
PMRX	86138
PMRX	86142
PMRX	86146
PMRX	86148
PMRX	86152
PMRX	86160
PMRX	86169
PMRX	86171
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PMRX	86179
PMRX	86182
PMRX	86184
PMRX	86187
PMRX	86192
PMRX	86193
PMRX	86195
PMRX	86196
PMRX	86193
PMRX	86195
PMRX	86196

kp

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: 3/12/14

Edward M Luria  
Edward M. Luria