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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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June 18, 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 Railcar Lease, dated June 6, 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 documents are:

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

Lessee: Duke Energy Carolinas, LLC
526 S. Church Street
Charlotte, NC 28202

Section Chief
June 18, 2014
Page 2

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

110 hopper railcars within the series KGLX 900973 – KGLX 901211 as set forth in the attachment to the document.

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

Memorandum of Railcar 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 RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6th day of June, 2014, is made by PROGRESS RAIL LEASING CORPORATION, a Delaware corporation, with an address at 1600 Progress Drive, Albertville, Alabama 35950 (the "Lessor"), and DUKE ENERGY CAROLINAS, LLC, a North Carolina corporation, with an address at 526 S. Church Street, Charlotte, North Carolina 28202 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Net Railcar Lease (the "Master Lease") dated as of May 12, 2014 and Schedule No. 01 thereto dated as of May 12, 2014 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

PROGRESS RAIL LEASING CORPORATION

By: _____

Name: J. Duane Cantrell

Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DUKE ENERGY CAROLINAS, LLC

By: _____

Name: Alexander (Sasha) Weintraub

Title: Vice President - Fuels and Systems Optimization

6/6/14

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Schedule A

Quantity
110

Equipment Description
Aluminum Rapid Discharge
Rotary hopper cars

Reporting Marks and
Numbers
Given below

1	KGLX	900973
2	KGLX	900975
3	KGLX	900976
4	KGLX	900977
5	KGLX	900978
6	KGLX	900982
7	KGLX	900984
8	KGLX	900985
9	KGLX	900987
10	KGLX	900990
11	KGLX	900991
12	KGLX	900997
13	KGLX	900999
14	KGLX	901000
15	KGLX	901002
16	KGLX	901004
17	KGLX	901005
18	KGLX	901006
19	KGLX	901007
20	KGLX	901008
21	KGLX	901009
22	KGLX	901010
23	KGLX	901013
24	KGLX	901014
25	KGLX	901015
26	KGLX	901018
27	KGLX	901020
28	KGLX	901021
29	KGLX	901024
30	KGLX	901025
31	KGLX	901029

32	KGLX	901030
33	KGLX	901036
34	KGLX	901037
35	KGLX	901039
36	KGLX	901040
37	KGLX	901044
38	KGLX	901050
39	KGLX	901052
40	KGLX	901055
41	KGLX	901056
42	KGLX	901057
43	KGLX	901058
44	KGLX	901059
45	KGLX	901061
46	KGLX	901062
47	KGLX	901066
48	KGLX	901068
49	KGLX	901071
50	KGLX	901074
51	KGLX	901079
52	KGLX	901080
53	KGLX	901082
54	KGLX	901084
55	KGLX	901085
56	KGLX	901089
57	KGLX	901092
58	KGLX	901093
59	KGLX	901095
60	KGLX	901096
61	KGLX	901097
62	KGLX	901100

63	KGLX	901103
64	KGLX	901104
65	KGLX	901106
66	KGLX	901107
67	KGLX	901110
68	KGLX	901111
69	KGLX	901112
70	KGLX	901113
71	KGLX	901115
72	KGLX	901117
73	KGLX	901120
74	KGLX	901124
75	KGLX	901126
76	KGLX	901129
77	KGLX	901131
78	KGLX	901132
79	KGLX	901134
80	KGLX	901135
81	KGLX	901136
82	KGLX	901144
83	KGLX	901145
84	KGLX	901147
85	KGLX	901148
86	KGLX	901153
87	KGLX	901162
88	KGLX	901168
89	KGLX	901169
90	KGLX	901170
91	KGLX	901173
92	KGLX	901174
93	KGLX	901179

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94	KGLX	901180
95	KGLX	901181
96	KGLX	901182
97	KGLX	901185
98	KGLX	901187
99	KGLX	901192

100	KGLX	901194
101	KGLX	901195
102	KGLX	901200
103	KGLX	901201
104	KGLX	901203
105	KGLX	901205

106	KGLX	901206
107	KGLX	901210
108	KGLX	901211
109	KGLX	901038
110	KGLX	901041

[End of Exhibit A]

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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: 6/18/14

Edward M Luria
Edward M. Luria