RECORDATION NO 30957 FILED
October 23, 2013 04:05 PM
SURFACE TRANSPORTATION BOARD

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

October 23, 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 October 1, 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: Sargent Sand Company
2840 Bay Road
Saginaw, Michigan 48603

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

63 railcars within the series PMRX 84001 – PMRX 84397 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,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 1st day of October, 2013, by and between Progress Rail Leasing Corporation (the "Lessor") and Sargent Sand 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 October 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, Tanya 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 4th day of October, 2013.

Tanya P. Killgore
Notary Public
My Commission Expires: 9-1-2015

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LESSEE:

SARGENT SAND COMPANY

By: Kenneth T. Cunningham
Name: Kenneth T Cunningham
Its: President

STATE OF Michigan

COUNTY OF Bay

I, Jean Marie Clare a Notary Public of the County and State aforesaid, certify that Kenneth T. Cunningham as President of Sargent Sand Company, 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 30 day of September, 2013.

Jean Marie Clare
Notary Public
My Commission Expires: Aug 2017

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EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

"CARS"

1	PMRX 84001
2	PMRX 84016
3	PMRX 84019
4	PMRX 84023
5	PMRX 84027
6	PMRX 84031
7	PMRX 84044
8	PMRX 84054
9	PMRX 84057
10	PMRX 84059
11	PMRX 84060
12	PMRX 84066
13	PMRX 84079
14	PMRX 84089
15	PMRX 84095
16	PMRX 84104
17	PMRX 84123
18	PMRX 84133
19	PMRX 84136
20	PMRX 84141
21	PMRX 84142
22	PMRX 84156
23	PMRX 84159
24	PMRX 84162
25	PMRX 84164
26	PMRX 84167
27	PMRX 84172
28	PMRX 84176
29	PMRX 84177
30	PMRX 84183
31	PMRX 84188
32	PMRX 84193
33	PMRX 84194
34	PMRX 84195
35	PMRX 84201
36	PMRX 84203
37	PMRX 84210
38	PMRX 84221
39	PMRX 84224
40	PMRX 84225
41	PMRX 84234
42	PMRX 84249
43	PMRX 84250
44	PMRX 84253
45	PMRX 84261
46	PMRX 84266
47	PMRX 84269
48	PMRX 84275
49	PMRX 84283
50	PMRX 84284
51	PMRX 84303
52	PMRX 84310
53	PMRX 84314
54	PMRX 84316
55	PMRX 84321
56	PMRX 84323
57	PMRX 84345
58	PMRX 84354
59	PMRX 84355
60	PMRX 84373
61	PMRX 84383
62	PMRX 84385
63	PMRX 84397

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: 10/23/13

Edward M Luria

Edward M. Luria