

RECORDATION NO. 31124 FILED
MARCH 28, 2014 03:50 PM
SURFACE TRANSPORTATION BOARD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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March 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 March 14, 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, Alabama 35950

[Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort, Worth, Texas 76131]

Chief, Section of Administration
March 28, 2014
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A description of the railroad equipment covered by the enclosed document is:

191 Open top hopper cars within the following series as more particularly set forth in the equipment schedule attached to the document;

PMRX 308 - PMRX 982
PMRX 19004 - PMRX 19876
PMRX 38229 - PMRX 46490
SPSX 12641
SPSX 12813
SPSX 38430 - SPSX 46246
SPSX 588161 - SPSX 588680

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/bhs
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 14th day of March, 2014, by and between Progress Rail Leasing Corporation (the "Lessor") and BNSF Railway Company ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into Schedule No. 1 to Master Railcar Lease Agreement (the "Lease") dated as of March 14, 2014, which incorporates by reference a Master Railcar Lease Agreement (Full Service), dated as of March 13, 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. This Memorandum is filed for informational purposes only.

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

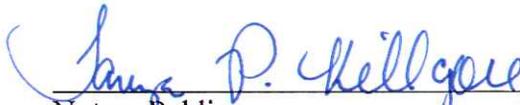
By: 
Robert E. Powell, Vice President & Controller

STATE OF ALABAMA

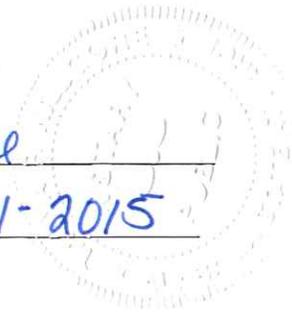
COUNTY OF MARSHALL

I, Tanya P. Killgore, a Notary Public of the County and State aforesaid, certify that Robert E. Powell as Vice President and Controller 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 28th day of March, 2014.


Notary Public

My Commission Expires: 9-1-2015




LESSEE:

BNSF RAILWAY COMPANY

By: [Signature]
Name: Stevan B. Bobb
Its: EVP Marketing + CMO

STATE OF Texas

COUNTY OF Tarrant

I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that Stevan B. Bobb, as EVP MARKETING + CMO of BNSF Railway 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 14 day of March, 2014.

[Signature: Loralee M. Surin]
Notary Public
My commission expires: Nov 13, 2015



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EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

One hundred ninety-one (191) all steel 263,000 gross rail load hopper railcars, with the following marks and numbers:

1	PMRX	34737	40	SPSX	44854	79	PMRX	40365
2	PMRX	34738	41	SPSX	44879	80	PMRX	40505
3	PMRX	34771	42	SPSX	44903	81	PMRX	40538
4	PMRX	34840	43	SPSX	44986	82	PMRX	40542
5	PMRX	34845	44	SPSX	45051	83	PMRX	40936
6	PMRX	37850	45	SPSX	45112	84	PMRX	40958
7	PMRX	37892	46	SPSX	45172	85	PMRX	40997
8	SPSX	38430	47	SPSX	45315	86	PMRX	41082
9	PMRX	38528	48	SPSX	45729	87	PMRX	41138
10	PMRX	38634	49	SPSX	45771	88	PMRX	41144
11	PMRX	38648	50	SPSX	45809	89	PMRX	41167
12	PMRX	38742	51	SPSX	45913	90	PMRX	41186
13	PMRX	38853	52	SPSX	45920	91	PMRX	41265
14	PMRX	39238	53	SPSX	45934	92	PMRX	44040
15	PMRX	39626	54	SPSX	45937	93	PMRX	44085
16	PMRX	39633	55	SPSX	45975	94	PMRX	44103
17	PMRX	39726	56	SPSX	46072	95	PMRX	44151
18	PMRX	39872	57	SPSX	46101	96	PMRX	44168
19	SPSX	40031	58	SPSX	46137	97	PMRX	44180
20	PMRX	40166	59	SPSX	46200	98	PMRX	44257
21	SPSX	40181	60	SPSX	46259	99	PMRX	44293
22	SPSX	40188	61	SPSX	46308	100	PMRX	44303
23	SPSX	40236	62	SPSX	46309	101	PMRX	44312
24	PMRX	40241	63	SPSX	46339	102	PMRX	44336
25	SPSX	40333	64	SPSX	46386	103	PMRX	44365
26	PMRX	40512	65	SPSX	46426	104	PMRX	44434
27	SPSX	40714	66	PMRX	19004	105	PMRX	44435
28	SPSX	41010	67	PMRX	19052	106	PMRX	44486
29	SPSX	44117	68	PMRX	19062	107	PMRX	44510
30	SPSX	44160	69	PMRX	19107	108	PMRX	44612
31	SPSX	44187	70	PMRX	19131	109	PMRX	44613
32	SPSX	44238	71	PMRX	19182	110	PMRX	44629
33	SPSX	44314	72	PMRX	19876	111	PMRX	44634
34	SPSX	44402	73	PMRX	38229	112	PMRX	44677
35	SPSX	44470	74	PMRX	39910	113	PMRX	44681
36	SPSX	44643	75	PMRX	40077	114	PMRX	44712
37	SPSX	44710	76	PMRX	40202	115	PMRX	44741
38	SPSX	44815	77	PMRX	40253	116	PMRX	44763
39	SPSX	44816	78	PMRX	40274	117	PMRX	44769

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118	PMRX	44791	143	PMRX	45438	168	PMRX	46103
119	PMRX	44861	144	PMRX	45460	169	PMRX	46138
120	PMRX	44871	145	PMRX	45471	170	PMRX	46141
121	PMRX	44919	146	PMRX	45472	171	PMRX	46154
122	PMRX	44929	147	PMRX	45533	172	PMRX	46238
123	PMRX	44956	148	PMRX	45646	173	PMRX	46273
124	PMRX	44971	149	PMRX	45687	174	PMRX	46304
125	PMRX	44995	150	PMRX	45691	175	PMRX	46352
126	PMRX	45004	151	PMRX	45713	176	PMRX	46357
127	PMRX	45019	152	PMRX	45751	177	PMRX	46434
128	PMRX	45058	153	PMRX	45773	178	PMRX	46452
129	PMRX	45061	154	PMRX	45827	179	PMRX	46465
130	PMRX	45078	155	PMRX	45851	180	PMRX	46490
131	PMRX	45079	156	PMRX	45888	181	PMRX	308
132	PMRX	45086	157	PMRX	45946	182	PMRX	383
133	PMRX	45103	158	PMRX	45954	183	PMRX	475
134	PMRX	45139	159	PMRX	45986	184	PMRX	476
135	PMRX	45140	160	PMRX	46000	185	PMRX	982
136	PMRX	45164	161	PMRX	46012	186	PMRX	39946
137	PMRX	45270	162	PMRX	46015	187	SPSX	12641
138	PMRX	45289	163	PMRX	46020	188	SPSX	12813
139	PMRX	45357	164	PMRX	46055	189	SPSX	588161
140	PMRX	45379	165	PMRX	46073	190	SPSX	588636
141	PMRX	45396	166	PMRX	46099	191	SPSX	588680
142	PMRX	45407	167	PMRX	46102			

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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: March 28, 2014

Edward M Luria

Edward M. Luria