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

October 22, 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 September 20, 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:	Vulcan Construction Materials, LP 1200 Urban Center Drive Birmingham, AL 35242

Section Chief
October 22, 2013
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A description of the railroad equipment covered by the enclosed document is:

15 hopper railcars within the series PMRX 92035 – PMRX 92232 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 \$42.00 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 LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 20 day of September, 2013, 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 5 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

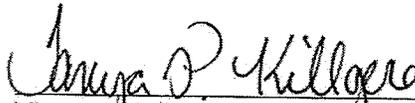
By: 
J. Duane Cantrell, its Senior Vice President

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 20 day of September, 2013.


Notary Public
My commission expires: 9-1-2015

LESSEE:

VULCAN CONSTRUCTION MATERIALS, LP

By: [Signature]
Name: DAVID CLEMENT
Its: SENIOR VICE PRESIDENT

STATE OF ILLINOIS

COUNTY OF DUPAGE

I, JULIE A. WYATT, a Notary Public of the County and State aforesaid, certify that DAVID CLEMENT, as SENIOR VICE PRESIDENT 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 20th day of SEPTEMBER, 2013.

[Signature]
Notary Public
My commission expires: 6/24/14

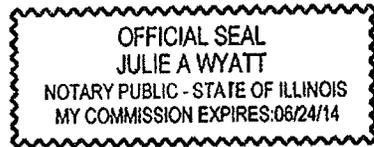


EXHIBIT A
TO
MEMORANDUM OF LEASE

Fifteen (15) Aluminum 286K RD Hopper Cars

Cars have the following Railcar Mark and Numbers:

1	PMRX	92035
2	PMRX	92050
3	PMRX	92053
4	PMRX	92074
5	PMRX	92093
6	PMRX	92115
7	PMRX	92122
8	PMRX	92158
9	PMRX	92168
10	PMRX	92196
11	PMRX	92198
12	PMRX	92204
13	PMRX	92207
14	PMRX	92226
15	PMRX	92232

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: 10/22/13

Edward M. Luria
Edward M. Luria