

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

May 7, 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 May 1, 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: Argos Cement, LLC
12735 Morris Road Ext
Alpharetta, GA 30004

Chief
Section of Administration
May 1, 2014
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A description of the railroad equipment covered by the enclosed document is:

18 railcars within the series PMRX 92001 – PMRX 92229 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

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 1st day of May, 2014, by and between Progress Rail Leasing Corporation (the "Lessor") and Argos Cement, LLC ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Schedule 3, dated May 1, 2014, to Master Railcar Lease Agreement (the "Lease") dated as of March 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: 

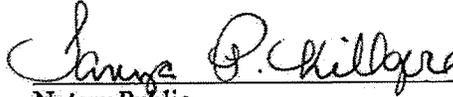
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

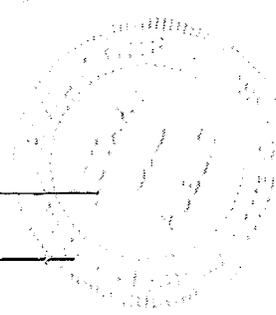
COUNTY OF MARSHALL

I, Tanya 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 1st day of May, 2014.


Notary Public

My commission expires: 9-1-2015





LESSEE:

ARGOS CEMENT, LLC

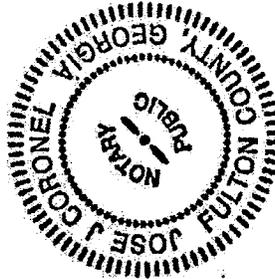
By: *Paul Giese*
Name: *Paul Giese*
Its: *V.P. Logistics*

STATE OF *Georgia*
COUNTY OF *Fulton*

I, _____, a Notary Public of the County and State aforesaid, certify that *Paul Giese*, as *Vice President* of Argos Cement, LLC 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 *16th* day of *April*, 2014.

[Signature]
Notary Public
My commission expires: *03/07/2016*



KG

EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

Eighteen (18) railcars with the following marks and numbers:

Cars

1	PMRX	92001
2	PMRX	92013
3	PMRX	92048
4	PMRX	92057
5	PMRX	92067
6	PMRX	92069
7	PMRX	92075
8	PMRX	92087
9	PMRX	92092
10	PMRX	92131
11	PMRX	92132
12	PMRX	92141
13	PMRX	92157
14	PMRX	92164
15	PMRX	92181
16	PMRX	92187
17	PMRX	92203
18	PMRX	92229

(KR)

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: 5/7/14

Edward M Luria
Edward M. Luria