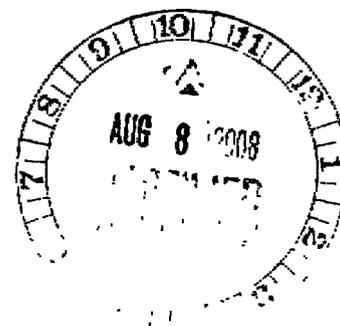


RECORDATION NO. 2 7597 FILED

AUG 08 '08

12-19 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

August 6, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 25, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Progress Rail Services Corporation
1600 Progress Drive
Albertville, AL 35950

A description of the railroad equipment covered by the enclosed document is fifteen (15) 2494 cubic foot gondola cars; having NDYX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosure
(PROG001)

ASSGN. NO.: PROG001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD TH

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 day of APRIL, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Progress Rail Service Corporation ("Lessee"), an Alabama corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of APRIL 25, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of APRIL 25, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 28th day of April, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 28th day of April, 2008.

[Signature]
Notary Public

My Commission Expires:
5-2008
(Notary Public)



2

LESSEE:

PROGRESS RAIL SERVICES CORPORATION

ATTEST:

By: Bob Grace

Name: Bob Grace

Title: Senior Vice President

By: [Signature]

Name: J. Duane Cantrell

Title: Vice President & Secretary

Executed on this 25th day of April, 2008.

[CORPORATE SEAL]

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Meshell Parrish, a Notary Public of the County and State aforesaid, certify that Bob Grace, Senior Vice President 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 25th day of April, 2008.

Meshell Parrish
Notary Public

Commission Expires:

March 7, 2010
(Notary Public)

MESHELL PARRISH
Notary Public, AL State r/l Large
My Comm. Expires Mar. 7, 2010

[Signature]

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 52' 6" 2494 cu. ft. capacity 268 GRL gondolas with 5' sides

CAR NUMBERS:

NDYX 315051
NDYX 315096
NDYX 315249
NDYX 315460
NDYX 315474
NDYX 315481
NDYX 315487
NDYX 315515
NDYX 315551
NDYX 315559
NDYX 315572
NDYX 315587
NDYX 315593
NDYX 315596
NDYX 315600