

RECORDATION NO 30284 FILED
July 09, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 9, 2012

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 December 22, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

[Lessee: Buffalo & Pittsburgh Railroad
Route 8
Butler, PA 16001]

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

115 hopper railcars within the series PMRX 16062 – PMRX 19182 and SPSX 19876 – SPSX 46490 (to be remarked and numbered within the series BPRR 19062 – BPRR19876 and BPRR 38299 – BPRR 46490) as more particularly 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 \$41.00 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 be 'E. M. Luria', written in a cursive style.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 22nd day of December, 2011, by and between Progress Rail Leasing Corporation (the "Lessor"), and Buffalo & Pittsburgh Railroad ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (Net) (the "Lease") dated as of December 16, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Schedule 1 of 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, Brandy Plunkett, 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 22nd day of December, 2011.

Brandy Smead - Plunkett
Notary Public

My commission expires: _____

My Commission Expires 10-10-2012

BUFFALO & PITTSBURGH RAILROAD

By: Raymond Gross
Name: Raymond Gross
Its: President BPAR

STATE OF New York
COUNTY OF Monroe

I, JANET R. HARTMAN, a Notary Public of the County and State aforesaid, certify that RAYMOND GROSS, as PRESIDENT of Buffalo & Pittsburgh Railroad 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 22nd day of December, 2011.

Janet R. Hartman
Notary Public
My commission expires: 12/31/14

Janet R. Hartman
Notary Public, State of New York
Qualified in Livingston County
My commission expires December 31, 2014

EXHIBIT A
TO
MEMORANDUM OF LEASE

One Hundred Fifteen (115) – Steel Manual Quad Hoppers

Decoursey, Kentucky Delivery Point

	Current Mark	Current Number	New Mark	New Number
1.	PMRX	16062	BPRR	19062
2.	PMRX	16107	BPRR	19107
3.	PMRX	19004	BPRR	19004
4.	PMRX	19052	BPRR	19052
5.	PMRX	19131	BPRR	19131
6.	PMRX	19182	BPRR	19182
7.	SPSX	19876	BPRR	19876

Corbin, Kentucky Delivery Point

8.	SPSX	38229	BPRR	38229
9.	SPSX	39910	BPRR	39910
10.	SPSX	40077	BPRR	40077
11.	SPSX	40202	BPRR	40202
12.	SPSX	40253	BPRR	40253
13.	SPSX	40274	BPRR	40274
14.	SPSX	40365	BPRR	40365
15.	SPSX	40505	BPRR	40505
16.	SPSX	40538	BPRR	40538
17.	SPSX	40542	BPRR	40542
18.	SPSX	40936	BPRR	40936
19.	SPSX	40958	BPRR	40958
20.	SPSX	40997	BPRR	40997
21.	SPSX	41082	BPRR	41082
22.	SPSX	41138	BPRR	41138
23.	SPSX	41144	BPRR	41144
24.	SPSX	41167	BPRR	41167
25.	SPSX	41186	BPRR	41186
26.	SPSX	41265	BPRR	41265
27.	SPSX	44040	BPRR	44040
28.	SPSX	44085	BPRR	44085
29.	SPSX	44103	BPRR	44103

30.	SPSX	44151	BPRR	44151
31.	SPSX	44168	BPRR	44168
32.	SPSX	44180	BPRR	44180
33.	SPSX	44257	BPRR	44257
34.	SPSX	44293	BPRR	44293
35.	SPSX	44303	BPRR	44303
36.	SPSX	44312	BPRR	44312
37.	SPSX	44336	BPRR	44336
38.	SPSX	44365	BPRR	44365
39.	SPSX	44434	BPRR	44434
40.	SPSX	44435	BPRR	44435
41.	SPSX	44486	BPRR	44486
42.	SPSX	44510	BPRR	44510
43.	SPSX	44612	BPRR	44612
44.	SPSX	44613	BPRR	44613
45.	SPSX	44629	BPRR	44629
46.	SPSX	44634	BPRR	44634
47.	SPSX	44677	BPRR	44677
48.	SPSX	44681	BPRR	44681
49.	SPSX	44712	BPRR	44712
50.	SPSX	44741	BPRR	44741
51.	SPSX	44763	BPRR	44763
52.	SPSX	44769	BPRR	44769
53.	SPSX	44791	BPRR	44791
54.	SPSX	44861	BPRR	44861
55.	SPSX	44871	BPRR	44871
56.	SPSX	44919	BPRR	44919
57.	SPSX	44929	BPRR	44929
58.	SPSX	44956	BPRR	44956
59.	SPSX	44971	BPRR	44971
60.	SPSX	44995	BPRR	44995
61.	SPSX	45004	BPRR	45004
62.	SPSX	45019	BPRR	45019
63.	SPSX	45058	BPRR	45058
64.	SPSX	45061	BPRR	45061
65.	SPSX	45078	BPRR	45078
66.	SPSX	45079	BPRR	45079
67.	SPSX	45086	BPRR	45086
68.	SPSX	45103	BPRR	45103
69.	SPSX	45139	BPRR	45139
70.	SPSX	45140	BPRR	45140

71.	SPSX	45164	BPRR	45164
72.	SPSX	45270	BPRR	45270
73.	SPSX	45289	BPRR	45289
74.	SPSX	45357	BPRR	45357
75.	SPSX	45379	BPRR	45379
76.	SPSX	45396	BPRR	45396
77.	SPSX	45407	BPRR	45407
78.	SPSX	45438	BPRR	45438
79.	SPSX	45460	BPRR	45460
80.	SPSX	45471	BPRR	45471
81.	SPSX	45472	BPRR	45472
82.	SPSX	45533	BPRR	45533
83.	SPSX	45646	BPRR	45646
84.	SPSX	45687	BPRR	45687
85.	SPSX	45691	BPRR	45691
86.	SPSX	45713	BPRR	45713
87.	SPSX	45751	BPRR	45751
88.	SPSX	45773	BPRR	45773
89.	SPSX	45827	BPRR	45827
90.	SPSX	45851	BPRR	45851
91.	SPSX	45888	BPRR	45888
92.	SPSX	45946	BPRR	45946
93.	SPSX	45954	BPRR	45954
94.	SPSX	45986	BPRR	45986
95.	SPSX	46000	BPRR	46000
96.	SPSX	46012	BPRR	46012
97.	SPSX	46015	BPRR	46015
98.	SPSX	46020	BPRR	46020
99.	SPSX	46055	BPRR	46055
100.	SPSX	46073	BPRR	46073
101.	SPSX	46099	BPRR	46099
102.	SPSX	46102	BPRR	46102
103.	SPSX	46103	BPRR	46103
104.	SPSX	46138	BPRR	46138
105.	SPSX	46141	BPRR	46141
106.	SPSX	46154	BPRR	46154
107.	SPSX	46238	BPRR	46238
108.	SPSX	46273	BPRR	46273
109.	SPSX	46304	BPRR	46304
110.	SPSX	46352	BPRR	46352
111.	SPSX	46357	BPRR	46357

112.	SPSX	46434	BPRR	46434
113.	SPSX	46452	BPRR	46452
114.	SPSX	46465	BPRR	46465
115.	SPSX	46490	BPRR	46490

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: 7/9/12

Edward M Luria
Edward M. Luria