

RECORDATION NO 30285 FILED
July 09, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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)

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 January 23, 2012, 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
July 9, 2012
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A description of the railroad equipment covered by the enclosed document is:

105 hopper railcars within the series BPRR 78505 – BPRR 78872 and IPSX 78518 – IPSX 78875 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 23rd day of January, 2012, 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 2 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 23rd day of January, 2012.

Brandy Plunkett
Notary Public
My commission expires: 10-10-12

BUFFALO & PITTSBURGH RAILROAD

By: Raymond A. Goss
Name: Raymond A. Goss
Its: President BPRR

STATE OF New York

COUNTY OF Monroe

I, Janet R. Hartman, a Notary Public of the County and State aforesaid, certify that Raymond A. Goss 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 23rd day of January, 2012.

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 Five (105) - 3,850 Cu. Ft. Steel Rapid Discharge Unload Coal Hopper Railcars

1 BPRR	78505	36 BPRR	78643	71 BPRR	78793
2 BPRR	78507	37 BPRR	78648	72 BPRR	78798
3 BPRR	78517	38 BPRR	78652	73 BPRR	78801
4 BPRR	78521	39 BPRR	78655	74 BPRR	78804
5 BPRR	78526	40 BPRR	78660	75 BPRR	78805
6 BPRR	78527	41 BPRR	78663	76 BPRR	78809
7 BPRR	78528	42 BPRR	78671	77 BPRR	78816
8 BPRR	78529	43 BPRR	78672	78 BPRR	78819
9 BPRR	78531	44 BPRR	78677	79 BPRR	78820
10 BPRR	78536	45 BPRR	78682	80 BPRR	78829
11 BPRR	78538	46 BPRR	78690	81 BPRR	78830
12 BPRR	78539	47 BPRR	78692	82 BPRR	78833
13 BPRR	78561	48 BPRR	78696	83 BPRR	78837
14 BPRR	78569	49 BPRR	78699	84 BPRR	78839
15 BPRR	78571	50 BPRR	78701	85 BPRR	78840
16 BPRR	78581	51 BPRR	78703	86 BPRR	78841
17 BPRR	78589	52 BPRR	78708	87 BPRR	78843
18 BPRR	78590	53 BPRR	78713	88 BPRR	78844
19 BPRR	78591	54 BPRR	78717	89 BPRR	78847
20 BPRR	78592	55 BPRR	78719	90 BPRR	78851
21 BPRR	78602	56 BPRR	78720	91 BPRR	78856
22 BPRR	78604	57 BPRR	78723	92 BPRR	78862
23 BPRR	78605	58 BPRR	78732	93 BPRR	78864
24 BPRR	78608	59 BPRR	78738	94 BPRR	78871
25 BPRR	78612	60 BPRR	78746	95 BPRR	78872
26 BPRR	78615	61 BPRR	78757	96 IPSX	78518
27 BPRR	78623	62 BPRR	78761	97 IPSX	78541
28 BPRR	78624	63 BPRR	78764	98 IPSX	78611
29 BPRR	78625	64 BPRR	78766	99 IPSX	78659
30 BPRR	78628	65 BPRR	78770	100 IPSX	78702
31 BPRR	78629	66 BPRR	78771	101 IPSX	78704
32 BPRR	78634	67 BPRR	78775	102 IPSX	78712
33 BPRR	78635	68 BPRR	78780	103 IPSX	78745
34 BPRR	78636	69 BPRR	78782	104 IPSX	78779
35 BPRR	78638	70 BPRR	78785	105 IPSX	78875

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