

RECORDATION NO 30286 FILED
July 09, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 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:

3 hopper railcars: PMRX 34006, PMRX 34017 and PMRX 34046.

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 read 'E. Luria', with a checkmark to the left of the signature.

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").

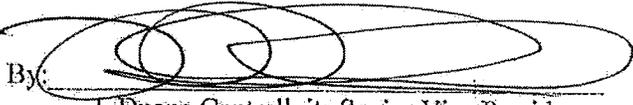
WITNESSETH

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 3 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 Sueann 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 Morroe

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

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

PMRX	34006
PMRX	34017
PMRX	34046

2104826-1

JGN

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