

RECORDATION NO 30289 FILED
July 09, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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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 March 9, 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: Mid-Am Equipment, Inc.
2422 S Los Altos
Mesa, AZ 85202]

Chief
Section of Administration
July 9, 2012
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive: PRLX 1145.

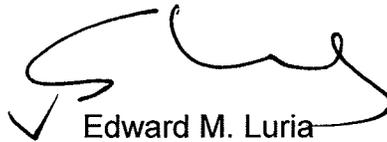
A short summary of the document to appear in the index is:

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 9th day of March, 2012, by and between Progress Rail Services Corporation (the "Lessor"), an Alabama corporation, and Mid-Am Equipment, Inc. ("Lessee"), a(n) DELAWARE corporation.

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of March 9, 2012, whereby Lessor has agreed to lease to Lessee certain locomotives pursuant to Schedule 1 of said Lease, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease and Schedule 1.

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 SERVICES
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 Services 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 12 day of March, 2012.

Brandy Plunkett
Notary Public

My commission expires: 10-10-12

LESSEE:

MID-AM EQUIPMENT, INC.

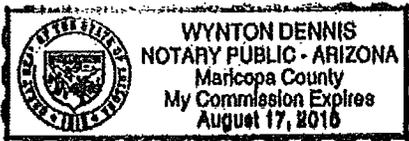
By: Robert J. Schroeder
Name: ROBERT J. SCHROEDER
Its: PRESIDENT

STATE OF Arizona

COUNTY OF Maricopa

I, Wynton Dennis, a Notary Public of the County and State aforesaid, certify that Robert Schroeder, as President of Mid-Am Equipment, Inc. 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 12 day of March, 2012.



Wynton Dennis
Notary Public
My commission expires: 8/17/15

EXHIBIT A
TO
MEMORANDUM OF LEASE

Description of Locomotive:

One (1) EMD SW1500 Locomotive bearing unit number PRLX 1145

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