

RECORDATION NO 30290 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 March 30, 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: Alabama State Port Authority
250 N. Water Street
Mobile, AL 36602]

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

2 locomotives: PRLX 2213 and PRLX 2219.

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 30th day of March, 2012, by and between Progress Rail Leasing Corporation (the "Lessor"), an Alabama corporation, and Terminal Railway Alabama State Docks, a division of the Alabama State Port Authority ("Lessee"), an agency of the State of Alabama.

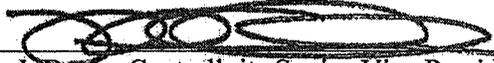
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of February 3, 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 LEASING CORPORATION

By: 
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brendy Sneed Ruppitt, 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 30th day of March, 2012.

Brendy Sneed Ruppitt
Notary Public
My commission expires: _____

My Commission Expires 10-10-2012

LESSEE:

TERMINAL RAILWAY ALABAMA STATE
DOCKS

By: S Thorne
Name: H.S. Thorne
Its: EXECUTIVE VP + COO

STATE OF ALABAMA

COUNTY OF MOBILE

I, Charles R. Doyal, a Notary Public of the County and State aforesaid, certify that H.S. THORNE, as EX. VP + COO of Terminal Railway Alabama State Docks, 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 30th day of March, 2012.

Charles R. Doyal
Notary Public

My commission expires:

Charles R. Doyal
My Commission Expires
November 4, 2013

EXHIBIT A
TO
MEMORANDUM OF LEASE

Description of Locomotive:

Two (2) EMD SW 1500 used railroad locomotives currently bearing the following marks and numbers:
PRLX 2213 and PRLX 2219.

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