

RECORDATION NO 30318

FILED

August 01, 2012 02:30 PM

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

August 1, 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 July 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: ArcelorMittal USA LLC
1 South Dearborn Street, 18th Floor
Chicago, IL 60603]

Chief
Section of Administration
August 1, 2012
Page 2

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

32 open top hopper railcars: INLX 10035 – INLX 10067 (excluding 10049) (previously bearing SPSX reporting marks and road numbers as set forth on the schedule attached to the document).

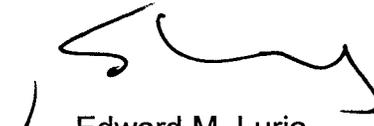
A short summary of the document to appear in the index is:

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 9th day of July, 2012, by and between Progress Rail Leasing Corporation (the "Lessor"), and ArcelorMittal USA LLC ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Railcar Lease Agreement (the "Lease") dated as of July 9, 2012 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to 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

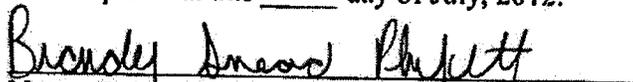
By: 
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy Snead-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.

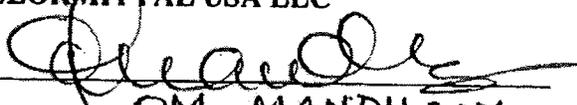
WITNESS my hand and official stamp or seal this 9th day of July, 2012.


Notary Public
My commission expires: 10-10-12

LESSEE:

ARCELORMITTAL USA LLC

By:



Name:

OM MANDHANA

Its:

VICE PRESIDENT, PROCUREMENT

STATE OF Indiana

COUNTY OF Lake

I, Donna Hill, a Notary Public of the County and State aforesaid, certify that Om Mandhana, as Vice President of ArcelorMittal USA LLC, 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 20th day of July, 2012.

Donna Hill

Notary Public

My commission expires: April 20, 2015

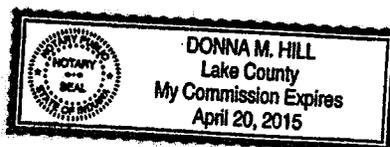


EXHIBIT A
TO
MEMORANDUM OF LEASE

4000 Cubic Foot 3 Pocket 32 degree Open Top Hoppers

Count	Old Initial	Old Number	New Initial	New Number	Shop Location
1	SPSX	75	INLX	10035	Corbin
2	SPSX	206	INLX	10036	Corbin
3	SPSX	210	INLX	10037	Corbin
4	SPSX	212	INLX	10038	Corbin
5	SPSX	367	INLX	10039	Corbin
6	SPSX	493	INLX	10040	Corbin
7	SPSX	610	INLX	10041	Corbin
8	SPSX	745	INLX	10042	Corbin
9	SPSX	748	INLX	10043	Corbin
10	SPSX	794	INLX	10044	Corbin
11	SPSX	1903	INLX	10045	Corbin
12	SPSX	1717	INLX	10046	Corbin
13	SPSX	1845	INLX	10047	Corbin
14	SPSX	1873	INLX	10048	Corbin
15	SPSX	1901	INLX	10050	Corbin
16	SPSX	1963	INLX	10051	Corbin
17	SPSX	178	INLX	10052	Decoursey
18	SPSX	270	INLX	10053	Decoursey
19	SPSX	307	INLX	10054	Decoursey
20	SPSX	350	INLX	10055	Decoursey
21	SPSX	369	INLX	10056	Decoursey
22	SPSX	460	INLX	10057	Decoursey
23	SPSX	535	INLX	10058	Decoursey
24	SPSX	577	INLX	10059	Decoursey
25	SPSX	616	INLX	10060	Decoursey
26	SPSX	621	INLX	10061	Decoursey
27	SPSX	730	INLX	10062	Decoursey
28	SPSX	1018	INLX	10063	Decoursey
29	SPSX	1802	INLX	10064	Decoursey
30	SPSX	1923	INLX	10065	Decoursey
31	SPSX	1968	INLX	10066	Decoursey
32	SPSX	1974	INLX	10067	Decoursey

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: 8/1/12

Edward M Luria
Edward M. Luria