

RECORDATION NO 30582 FILED
December 28, 2012 01:45 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

December 28, 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 August 30, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

Lessee: The Indiana Rail Road Company
101 West Ohio Street
Suite 1600
Indianapolis, IN 46204

Chief
Section of Administration
December 28, 2012
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A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series INRD 86001 – INRD 86185 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 \$42.00 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 stylized flourish at the end.

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 August, 2012, by and between Progress Rail Leasing Corporation (the "Lessor") and The Indiana Rail Road Company ("Lessee").

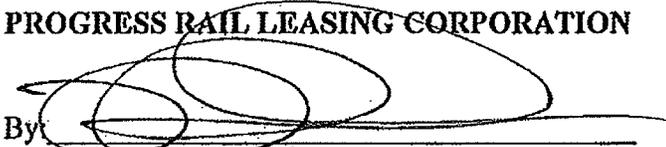
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (Net) (the "Lease") dated as of August 30, 2012, as supplemented by that certain Schedule 1 to Master Railcar Lease Agreement (the "Schedule") dated as of the same date, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease and Schedule, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease and Schedule.

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 Sneed 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 10 day of Sept, 2012.

Brandy Sneed Plunkett
Notary Public

My commission expires: 10-10-12

LESSEE:

THE INDIANA RAIL ROAD COMPANY

By: *Mike Engel*
Name: MICHAEL ENGEL
Its: SVP & CFO

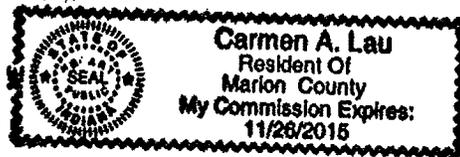
STATE OF INDIANA

COUNTY OF MARION

I, CARMEN A. LAU, a Notary Public of the County and State aforesaid, certify that MIKE ENGEL, as VICE PRESIDENT of The Indiana Railroad Company 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 27th day of DECEMBER 2012.

Carmen A. Lau
Notary Public
My commission expires: 11/26/2015



(kp)

EXHIBIT A
TO
MEMORANDUM OF LEASE

1.	INRD	86001
2.	INRD	86002
3.	INRD	86005
4.	INRD	86006
5.	INRD	86026
6.	INRD	86028
7.	INRD	86038
8.	INRD	86039
9.	INRD	86053
10.	INRD	86054
11.	INRD	86059
12.	INRD	86070
13.	INRD	86071
14.	INRD	86074
15.	INRD	86075
16.	INRD	86087
17.	INRD	86094
18.	INRD	86100
19.	INRD	86103
20.	INRD	86121
21.	INRD	86122
22.	INRD	86123
23.	INRD	86131
24.	INRD	86147
25.	INRD	86150
26.	INRD	86151
27.	INRD	86159
28.	INRD	86166
29.	INRD	86173
30.	INRD	86185



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: 12/28/12

Edward M Luria
Edward M. Luria