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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 19, 2013

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 February 25, 2013, 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: Argos Cement, LLC
12735 Morris Road Ext
Alpharetta, GA 30004

Chief
Section of Administration
March 19, 2013
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A description of the railroad equipment covered by the enclosed document is:

20 covered hopper railcars within the series PMRX 11583 – PMRX 11628 as 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 25 day of February, 2013, by and between Progress Rail Leasing Corporation (the "Lessor") and Argos Cement, LLC ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (Full Service) as supplemented by that certain Schedule 1 to Master Railcar Lease Agreement (the "Lease") dated as of ~~February~~^{March} 1, 2013, whereby Lessor has agreed to lease to Lessee certain railcars 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: _____

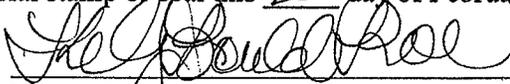
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Kelly Bouldin Roney, 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 25 day of February, 2013.



Notary Public

My commission expires: 5/26/13

LESSEE:

ARGOS CEMENT, LLC

By: Neal L. Giese
Name: NEAL L. GIESE
Its: V. P. LOGISTICS

STATE OF GEORGIA

COUNTY OF FULTON

I, Shunna Kellogg a Notary Public of the County and State aforesaid, certify that Neal Giese, as Vice President Logistics of Argos Cement, LLC of Argos Cement, 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 27 day of February, 2013.

Shunna G Kellogg
Notary Public
My commission expires: July 27, 2015

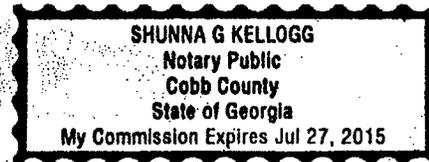


EXHIBIT A
TO
MEMORANDUM OF LEASE

"CARS"

Twenty (20) 3,281 cubic foot covered hopper railcars with the following marks and numbers:

1.	PMRX	11583
2.	PMRX	11586
3.	PMRX	11591
4.	PMRX	11592
5.	PMRX	11594
6.	PMRX	11595
7.	PMRX	11596
8.	PMRX	11597
9.	PMRX	11598
10.	PMRX	11599
11.	PMRX	11604
12.	PMRX	11606
13.	PMRX	11614
14.	PMRX	11615
15.	PMRX	11616
16.	PMRX	11620
17.	PMRX	11621
18.	PMRX	11624
19.	PMRX	11626
20.	PMRX	11628

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: 3/19/13

Edward M Luria
Edward M. Luria