

RECORDATION NO. 29776 FILED

MAY 16 '11 -11 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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May 16, 2011

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 and Security Agreement, dated as of January, 2011, 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: Regions Equipment Finance, Ltd
by its General Partner, Regions Equipment
Finance Corporation
1900 Fifth Ave N, 24th Floor
Birmingham, Alabama 35203

Lessee: Alphapet, Inc.
1301 Finley Island Road
Decatur, AL 35601

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

1 locomotive: CLCX 2112.

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

Memorandum of Lease and Security Agreement

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 16 '11 -11 30 AM

MEMORANDUM OF LEASE AND SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AND SECURITY AGREEMENT ("Memorandum") dated as of January 11, 2011 is between REGIONS EQUIPMENT FINANCE, LTD., as Lessor, and ALPHAPET, INC., as Lessee.

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee and Lessor have entered into that certain Master Agreement, dated on or about the date hereof (as amended, amended and restated, modified or otherwise in effect from time to time, together with Schedule INT-1 thereto and any Final Schedule as defined in Schedule INT-1, the "Lease") pursuant to which, among other things, Lessor has leased to Lessee a certain locomotive with the reporting mark and road number CLCX 2112 (the "Equipment") and Lessee has granted to Lessor a first priority security interest in the Equipment and all leases, use agreements and other agreements relating to such Equipment as security for Lessee's obligations, as further provided in the Lease.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALPHAPET, INC.

By: Sachin Agarwala

Name: SACHIN AGARWALA

Title: Chief Financial Officer (Jr. VP)

State of ALABAMA)
County of MORGAN) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 13th day of May, 2011, by Sachin Agarwala, as CFO of ALPHAPET INC.

Valerie Coates
Notary Public

My commission expires: 10/20/2012

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 5/16/11



Robert W. Alvord