



November 10, 2011

RECORDATION NO. 29995 FILED

NOV 18 '11 -3 5 0 PM

Surface Transportation Board
395 E Street, SW, Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease

To Whom It May Concern

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) original and two (2) copies of a Memorandum of Lease Agreement dated September 15, 2011, a primary document as defined in the Board's Rules for Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

Lessor	Lessee
Progress Rail Leasing Corporation 1600 Progress Drive Albertville, Alabama 35950	Orlando Utilities Commission 100 West Anderson Street Orlando, Florida 32802

A description of the railroad equipment covered by the enclosed document is 110 263 000 Gross Rail Load Aluminum Rapid Discharge Coal Hopper Railcars having PMRX marks (see Exhibit A for numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed, please find a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned, along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me.

Thank you,
PROGRESS RAIL SERVICES CORPORATION

Brandy
Brandy Plunkett, CP
Certified Paralegal
(256) 505-6752
Plunkett_Brandy@rcat.com

NOV 18 '11 -3 5 0 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 15th day of September, 2011, by and between Progress Rail Leasing Corporation (the "Lessor"), a Delaware corporation, and Orlando Utilities Commission ("Lessee"), a Florida municipal company

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Railcar Lease Agreement (the "Lease") dated as of September 15, 2011, 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

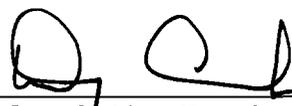
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers, duly authorized as of the date and year first above written

LESSOR:

PROGRESS RAIL LEASING CORPORATION

By  _____
J Duane Cantrell, its Senior Vice President

ATTEST

By  _____
Doug Creech, Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy 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

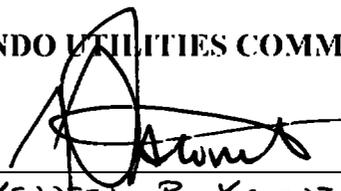
WITNESS my hand and official stamp or seal this 15 day of September, 2011

Brandy Plunkett _____
Notary Public
My commission expires 10-10-12

JGR

LESSEE:

ORLANDO UTILITIES COMMISSION

By 
Name KENNETH P. KSIONEK
Its GENERAL MANAGER & CEO

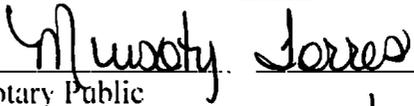
ATTEST

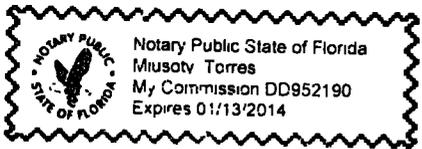
By 
Name William C. Browder
Its Asst. Secretary

STATE OF Florida
COUNTY OF Orange

I, Miosoty Torres, a Notary Public of the County and State aforesaid, certify that Kenneth P Ksionek, as CEO + General Manager of Orlando Utilities Commission 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 23rd day of September, 2011


Notary Public
My commission expires 1/13/2014



Approved as to form and legality,
OUC Legal Department
DATE 9-22-11 BY: w.m.

JGN

EXHIBIT A TO MEMORANDUM OF LEASE

Number of Cars One Hundred Ten (110)

Description of Cars 263,000 Gross Rail Load Aluminum Rapid Discharge Coal Hopper
Railcars

Car Numbers.

PMRX	30817	PMRX	30924	PMRX	31026
PMRX	30819	PMRX	30927	PMRX	31028
PMRX	30828	PMRX	30930	PMRX	31029
PMRX	30829	PMRX	30932	PMRX	31033
PMRX	30830	PMRX	30942	PMRX	31034
PMRX	30834	PMRX	30945	PMRX	31035
PMRX	30842	PMRX	30946	PMRX	31036
PMRX	30843	PMRX	30949	PMRX	31037
PMRX	30847	PMRX	30950	PMRX	31038
PMRX	30848	PMRX	30953	PMRX	31039
PMRX	30851	PMRX	30958	PMRX	31042
PMRX	30855	PMRX	30959	PMRX	31044
PMRX	30859	PMRX	30961	PMRX	31285
PMRX	30863	PMRX	30963	PMRX	31286
PMRX	30872	PMRX	30967	PMRX	31287
PMRX	30874	PMRX	30970	PMRX	31288
PMRX	30875	PMRX	30971	PMRX	31289
PMRX	30877	PMRX	30972	PMRX	86006
PMRX	30879	PMRX	30973	PMRX	86012
PMRX	30885	PMRX	30975	PMRX	86024
PMRX	30890	PMRX	30979	PMRX	86043
PMRX	30891	PMRX	30980	PMRX	86047
PMRX	30893	PMRX	30981	PMRX	86051
PMRX	30894	PMRX	30993	PMRX	86061
PMRX	30896	PMRX	30994	PMRX	86063
PMRX	30897	PMRX	30996	PMRX	86066
PMRX	30902	PMRX	30997	PMRX	86106
PMRX	30903	PMRX	31001	PMRX	86113
PMRX	30904	PMRX	31002	PMRX	86128
PMRX	30906	PMRX	31003	PMRX	86148
PMRX	30908	PMRX	31005	PMRX	86155
PMRX	30909	PMRX	31006	PMRX	86176
PMRX	30910	PMRX	31007	PMRX	86177
PMRX	30911	PMRX	31008	PMRX	86195
PMRX	30912	PMRX	31011	PMRX	86196
PMRX	30920	PMRX	31013		
PMRX	30921	PMRX	31019		
		PMRX	31025		