

RECORDATION NO. 30434
FILED October 9, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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October 9, 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 September 19, 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: Virginia Electric and Power Company
(d/b/a Dominion Virginia Power)
120 Tredegar Street
Richmond, VA 23219

Chief
Section of Administration
October 9, 2012
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive: PRLX 2207.

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 checkmark to the left of the name.

✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 19th day of September, 2012, by and between Progress Rail Leasing Corporation (the "Lessor") and Virginia Electric and Power Company d/b/a Dominion Virginia Power ("Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Locomotive Lease Agreement (the "Lease") dated as of September 7, 2012, whereby Lessor has agreed to lease to Lessee that certain locomotive 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 19th day of September, 2012.

Brandy Snead Plunkett
Notary Public

My commission expires: 10-10-12

LESSEE:

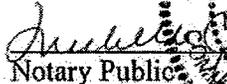
VIRGINIA ELECTRIC AND POWER
COMPANY

By: 
Name: Gregory A. Workman
Its: Authorized Representative

STATE OF Virginia
COUNTY OF Richmond

I, Mehelle J. Howard, a Notary Public of the County and State aforesaid, certify that Gregory A. Workman, as Authorized Representative of Virginia Electric and Power 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 10th day of September, 2012.


Notary Public
My commission expires: Sept. 27, 2012

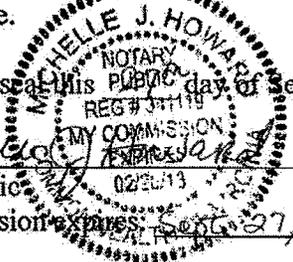


EXHIBIT A
TO
MEMORANDUM OF LEASE

EMD SW1500 HP -axle used railroad locomotive currently bearing the following mark and number PRLX 2207, and equipped with air conditioning and Control Chief Remote Control.

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: 10/9/12

Edward M Luria
Edward M. Luria