

RECORDATION NO 30290-A

FILED

October 16, 2012 02:50 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
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October 16, 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 secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30290.

The name and address of the party to the enclosed document are:

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

[Lessee: Terminal Railway Alabama State Docks, a  
division of the Alabama State Port Authority  
250 N. Water Street  
Mobile, AL 36602]

Chief  
Section of Administration  
October 16, 2012  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

1 locomotive: PRLX 2210.

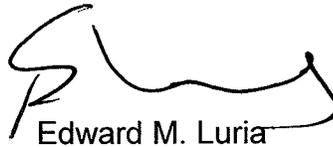
A short summary of the document to appear in the index is:

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 19 day of September, 2012, by and between Progress Rail Leasing Corporation (the "Lessor"), an Alabama corporation, and Terminal Railway Alabama State Docks, a division of the Alabama State Port Authority ("Lessee"), an agency of the State of Alabama.

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of February 3, 2012, as amended by that certain First Amendment to Locomotive Lease Agreement dated as of August 21, 2012, whereby Lessor has agreed to lease to Lessee certain locomotives pursuant to Schedule 1 of said Lease, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease and Schedule 1.

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: 

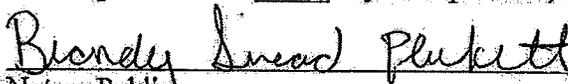
J. Duane Cantrell, its Senior Vice President

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 19<sup>th</sup> day of September, 2012.

  
Notary Public

My commission expires: 10-10-12

LESSEE:

TERMINAL RAILWAY ALABAMA STATE  
DOCKS

By: *H.S. Thorne*  
Name: H.S. Thorne  
Its: Exec VP + COO

STATE OF Alabama

COUNTY OF MOBILE

I, Deborah J. Geiger, a Notary Public of the County and State aforesaid, certify that H.S. Thorne, as Exec VP + COO of Terminal Railway Alabama State Docks, 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 19<sup>th</sup> day of ~~August~~<sup>Sept.</sup>, 2012.

*Deborah J. Geiger*  
Notary Public  
My commission expires: 11-1-14

EXHIBIT A  
TO  
MEMORANDUM OF LEASE

Description of Locomotive:

One (1) EMD SW 1500 used railroad locomotives currently bearing the following marks and numbers:  
PRLX 2210

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: 10/16/12

Edward M Luria  
Edward M. Luria