

RECORDATION NO 29997-A

FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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January 15, 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 January 14, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 29997.

The names and addresses of the parties to the enclosed document are:

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

Lessee: Vulcan Construction Materials, LP
1200 Urban Center Drive
Birmingham, AL 35242

Chief, Section of Administration
January 15, 2013
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A description of the railroad equipment covered by the enclosed document is:

10 hopper railcars within the series PMRX 92211 – PMRX 92173 as more particularly set forth in the exhibit attached to the document.

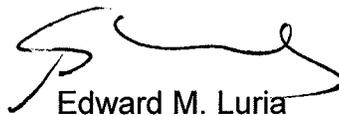
A short summary of the document to appear in the index is:

M 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 14th day of ~~December~~, ^{January 2013} 2012, by and between Progress Rail Leasing Corporation (the "Lessor and Vulcan Construction Materials, LP (the "Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (the "Lease") dated as of April 15, 2011, as supplemented by that certain Schedule 4 dated as of the date hereof, 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

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Diane W. Eakin, 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 14th day of ~~October~~, ^{January} 2012.

Diane W. Eakin

Notary Public

My commission expires: July 16, 2013

LESSEE:

VULCAN CONSTRUCTION MATERIALS, LP

By: [Signature]
Name: Stanley Bass
Its: SVP Central Region

STATE OF Alabama

COUNTY OF Jefferson

I, Deborah M Chapman Notary Public of the County and State aforesaid, certify that Stanley G Bass, as SVP - Central Region of Vulcan Construction Materials, LP 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 January, 2013 ~~October, 2012~~.

Deborah M Chapman
Notary Public
My commission expires: 9/26/2015

EXHIBIT A
TO
MEMORANDUM OF LEASE

Ten (10) Aluminum 286K RD Hopper Cars

Cars have the following Railcar Mark and Numbers:

PMRX 92211

PMRX 92015

PMRX 92021

PMRX 92024

PMRX 92045

PMRX 92061

PMRX 92064

PMRX 92112

PMRX 92139

PMRX 92173

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: 1/15/13

Edward M Luria
Edward M. Luria