RECORDATION NO 30661
FILED March 11, 2013 11:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 11, 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 October 23, 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: Conrad Yelvington Distributors, Inc.
2326 Bellevue Avenue
Daytona Beach, FL 32114

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

17 open-top hopper cars: PRSX 6021 – PRSX 6037.

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

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 23rd day of October, 2012, by and between Progress Rail Leasing Corporation (the "Lessor and Conrad Yelvington Distributors, Inc. (the "Lessee").

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (the "Lease") dated as of September 26, 2011, as supplemented by that certain Schedule 3 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

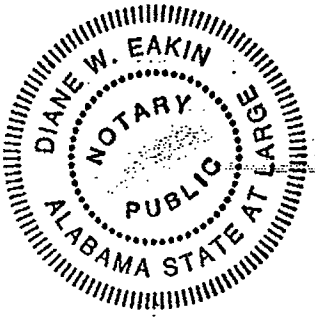
By: _____
J. Duane Cantrell, its Senior Vice President

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 23rd day of October, 2012.



Diane W. Eakin
Notary Public
My commission expires: July 16, 2013

LESSEE:

CONRAD YELVINGTON DISTRIBUTORS, INC.

By: Gary Yelvington
Name: Gary Yelvington
Its: President

STATE OF Florida

COUNTY OF Volusia

I, Linda W. Smith, a Notary Public of the County and State aforesaid, certify that Gary Yelvington, as President of Conrad Yelvington Distributors, Inc. 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 23 day of October, 2012.

Linda W. Smith
Notary Public
My commission expires: _____

LINDA W. SMITH
Notary Public, State of Florida
My Comm. Expires March 15, 2014
Commission No. DD 959107

EXHIBIT A
TO
MEMORANDUM OF LEASE

Seventeen (17) 263,000 lb. GRL Open Top Hopper Cars bearing the following marks and numbers:

PRSX 6021-PRSX 6037

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: 3/11/13

Edward M Luria

Edward M. Luria