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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 29, 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: Carmeuse Lime and Stone
11 Stanwix Street, 21st Floor
Pittsburgh, PA 15222

Chief
Section of Administration
March 11, 2013
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A description of the railroad equipment covered by the enclosed document is:

25 hopper cars: PMRX 152272, PMRX 152277, PMRX 152282 and within the series PMRX 150030 – PMRX 150505 as set forth in the document.

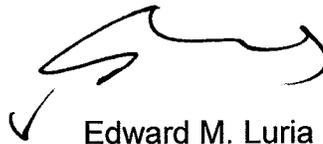
A short summary of the document to appear in the index is:

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 29th day of ~~August~~^{Oct}, 2012, by and between Progress Rail Leasing Corporation (the "Lessor"), and Carneuse Lime and Stone ("Lessee").

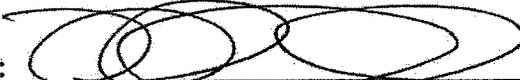
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (Full Service) (the "Lease") dated as of ~~August~~^{Oct} 29, 2012, as supplemented by that certain Schedule 1 to Master Railcar Lease Agreement (the "Schedule") dated as of the same date, whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease and Schedule.

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: 

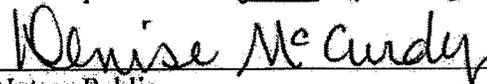
J. Duane Cantrell, its Senior Vice President

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 29th day of ~~August~~^{October}, 2012.



Notary Public
My commission expires: 04-15-14

LESSEE:

CARMEUSE LIME AND STONE

By: [Signature]
Name: Jack Fahler
Its: VP, Supply Chain

STATE OF Pennsylvania
COUNTY OF Allegheny

I, Elaine E. Tokosh, a Notary Public of the County and State aforesaid, certify that Jack Fahler, as VP, Supply Chain of Carmeuse Lime and Stone, 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 29th day of October, 2012.

Elaine E. Tokosh
Notary Public
My commission expires: Aug. 30, 2014

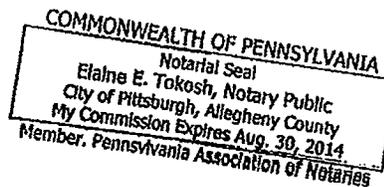


EXHIBIT A
TO
MEMORANDUM OF LEASE

**TWENTY-FIVE (25) 4750 CUBIC FEET HOPPER RAILCARS WITH THE
FOLLOWING MARK AND NUMBERS:**

1.	PMRX	152272
2.	PMRX	152277
3.	PMRX	152282
4.	PMRX	150030
5.	PMRX	150044
6.	PMRX	150058
7.	PMRX	150083
8.	PMRX	150102
9.	PMRX	150108
10.	PMRX	150115
11.	PMRX	150131
12.	PMRX	150134
13.	PMRX	150138
14.	PMRX	150149
15.	PMRX	150152
16.	PMRX	150167
17.	PMRX	150168
18.	PMRX	150200
19.	PMRX	150213
20.	PMRX	150230
21.	PMRX	150299
22.	PMRX	150326
23.	PMRX	150328
24.	PMRX	150429
25.	PMRX	150505

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