

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

March 18, 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 September 5, 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:	Transport Handling Specialists, Inc. 4747 Research Forest Dr. Suite 180 -- 406 The Woodlands, TX 77381

Chief  
Section of Administration  
March 18, 2013  
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A description of the railroad equipment covered by the enclosed document is:

1 SW1200 locomotive: PRLX 1444.

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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE, (the "Memorandum") is made and entered into as of the 5 day of ~~August~~<sup>SEPTEMBER</sup>, 2012, by and between Progress Rail Leasing Corporation (the "Lessor") and Transport Handling Specialists, Inc. ("Lessee").

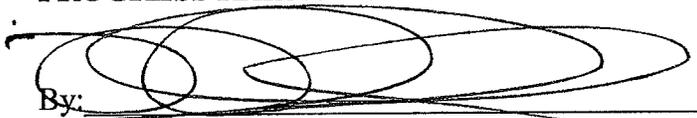
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Locomotive Lease Agreement (Full Service) (the "Lease") dated as of ~~August~~<sup>Sept</sup> 5, 2012, as supplemented by that certain Schedule 1 (the "Schedule") whereby Lessor has agreed to lease to Lessee a certain locomotive pursuant to said Lease and Schedule, 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 Sneed 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 30<sup>th</sup> day of August, 2012.

Brandy Sneed Plunkett  
Notary Public  
My commission expires: 10-10-12

LESSEE:

TRANSPORT HANDLING SPECIALISTS,  
INC.

By: R. A. Bowers  
Name: R. A. Bowers  
Its: V.P. Operations

STATE OF PA

COUNTY OF Chester

I, Amber Nicole Krol, a Notary Public of the County and State aforesaid, certify that Ronald Bowers, as V.P. Operations of Transport Handling Specialists, 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 5 day of ~~August~~ <sup>September</sup>, 2012.

Amber Nicole Krol  
Notary Public  
My commission expires: December 18, 2015

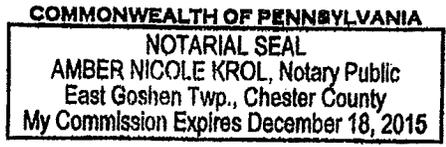


EXHIBIT A  
TO  
MEMORANDUM OF LEASE

*Used* SW1200 locomotive bearing unit number PRLX 1444

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: 3/18/13

Edward M Luria  
Edward M. Luria