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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 February 26, 2013, 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  
Page 2

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

1 SW1200 locomotive: PRLX 9315.

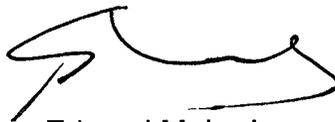
A short summary of the document to appear in the index is:

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 26 day of February, 2013, 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 September 5, 2012, as supplemented by that certain Schedule 2 (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**

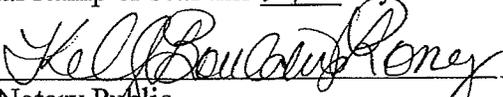
By:   
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Kelly Bouldin Roney, 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 26 day of February, 2013.

  
Notary Public  
My commission expires: 5/26/13

LESSEE:

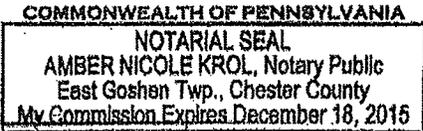
TRANSPORT HANDLING SPECIALISTS,  
INC.

By: *Ronald A. Bowes*  
Name: Ronald A Bowes  
Its:  Board member / VP operations

STATE OF Pennsylvania  
COUNTY OF Chester

I, Amber Nicole Krol, a Notary Public of the County and State aforesaid, certify that Ronald A Bowes, as \_\_\_\_\_ 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 25 day of February, 2013.



*Amber Nicole Krol*  
Notary Public  
My commission expires: 2-18-15

EXHIBIT A  
TO  
MEMORANDUM OF LEASE

*Used* SW1200 locomotive bearing unit number PRLX 9315

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