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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 24, 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 March 11, 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 Services Corporation
1600 Progress Drive
Albertville, AL 35950

Lessee: Harbor Rail Services of California, Inc.
2406 Lake Avenue
Altadena, CA 91001

Chief
Section of Administration
May 24, 2013
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A description of the railroad equipment covered by the enclosed document
is:

Two (2) GP-40 locomotives: PRLX 3000 and PRLX 3006

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 'E. 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 11 day of March, 2013, by and between Progress Rail Services Corporation (the "Lessor") and Harbor Rail Services of California, Inc. ("Lessee").

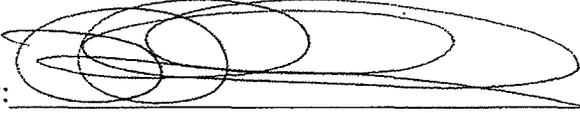
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Locomotive Lease Agreement (Net) as supplemented by that certain Schedule 1 to Master Railcar Lease Agreement (the "Lease") dated as of March 8, 2013, whereby Lessor has agreed to lease to Lessee certain locomotives 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 SERVICES
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 Services 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 11 day of March, 2013.



Notary Public

My commission expires: 5/26/13

LESSEE:

HARBOR RAIL SERVICES OF CALIFORNIA,
INC.

By: [Signature]
Name: Caylan Mykonowicz
Its: Executive Vice President

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid,
certify that _____, as _____ of Harbor Rail Services
of California, 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 _____ day of March, 2013.

Notary Public
My commission expires: _____

ACKNOWLEDGMENT

State of California

County of Los Angeles

On MARCH 11, 2013 before me, AARON ABDUS-SHAKOOR

A Notary Public in and for said State personally appeared _____

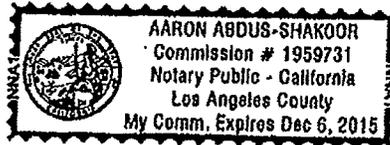
CAYLAN MYRONOWICZ

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Aaron Abdus-Shakoor



(Seal)

EXHIBIT A
TO
MEMORANDUM OF LEASE

"UNITS"

Two (2) *USED* GP-40 locomotives bearing unit number PRLX 3000 and PRLX 3006.

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: 5/24/13

Edward M Luria
Edward M. Luria