



RECORDATION NO. 26392-A FILED

November 14, 2014 05:30 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880

Fax (312) 803-8890

November 14, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Partial Assignment and Assumption Agreement dated October 3, 2011 between the following parties:

Assignee: Argos Cement LLC
12018 Sunrise Valley Drive, Suite 500
Reston, VA 20191

Assignor: Lafarge North America Inc.
10655 Southport Road SW
Calgary, Alberta T2W 4Y1
Canada

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

The enclosed document relates to the Memorandum of Net Lease Agreement previously filed with the Board under Recordation Number 26392.

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

16 covered hopper railcars: LAFX 60605, LAFX 60610, LAFX 60612, LAFX 60621, LAFX 60633, LAFX 60637, LAFX 60640, LAFX 60655, LAFX 60665, LAFX 60669, LAFX 60676, LAFX 60677, LAFX 60681, LAFX 60686, LAFX 60689, LAFX 60698.

This filing is to appear in the index as follows:

Memorandum of Partial Assignment and Assumption Agreement

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$43.00 can be charged to our account.

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Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

***MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION
AGREEMENT***

AMONG

LAFARGE NORTH AMERICA INC.

AND

ARGOS CEMENT LLC

AND

MITSUI RAIL CAPITAL, LLC

AS OF OCTOBER 3, 2011

Memorandum of Partial Assignment and Assumption Agreement made and entered into as of October 3, 2011, by and between Lafarge North America Inc. ("*Lafarge*" or "*Assignor*"), a Maryland corporation, Argos Cement LLC ("*Argos Cement*" or "*Assignee*"), a Delaware limited liability company and Mitsui Rail Capital, LLC, a Delaware limited liability company ("*Lessor*").

WITNESSETH:

1. Lessor leased to Lafarge ("*Lessee*") one hundred (100) railcars, marked and numbered LAFX 60601 through LAFX 60700, inclusive, pursuant to that certain Lease Agreement dated July 26, 2005 (the "*Lease Agreement*"), and Schedule No. 2 thereto dated May 10, 2006 (Schedule No. 2 and the Lease Agreement as it relates to Schedule No. 2 collectively, the "*Lease*").
2. In connection with the Lease: a Memorandum of Lease was recorded with the Surface Transportation Board ("*STB*") on June 14, 2006 and assigned Recordation No. 26392.
3. Subsequently, Lafarge and Argos Cement entered into a definitive agreement for the sale of certain of Lafarge's assets, and assignment of certain of Lafarge's contracts, to Argos Cement LLC (the "*Transaction*").
4. In connection with the Transaction, Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease with respect to those certain railcars listed on Exhibit 1 attached hereto (the "*Assignment*").
5. In acknowledgement of the Assignment, this Memorandum of Partial Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LAFARGE NORTH AMERICA INC.

By: _____

Title: _____

ARGOS CEMENT LLC

By: _____

Title: _____

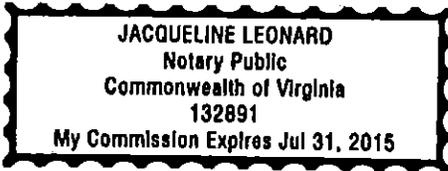
MITSUI RAIL CAPITAL, LLC

By: _____

Title: President

STATE OF Virginia)
) ss.
COUNTY OF Fairfax)

On this 14 day of December, 2011, before me personally appeared William G. Miller, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Lafarge North America Inc. and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

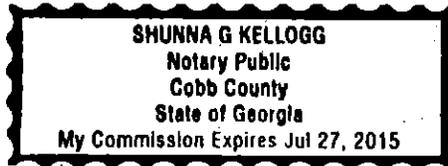


Reguelina Leonard
NOTARY PUBLIC
My commission expires: _____

STATE OF GA)
) ss.
COUNTY OF Dickson)

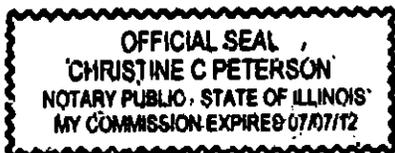
On this 14 day of December, 2011, before me personally appeared Mewicio Cobello, to me personally known, who being by me duly sworn, says that s/he is the Managing Director of Argos Cement LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Shunna G Kellogg
NOTARY PUBLIC
My commission expires: July 27, 2015



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 13th day of February, 2010¹², before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC, and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



Chite C Peterson
NOTARY PUBLIC
My commission expires: July 7, 2012

**EXHIBIT 1
TO
MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT**

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	LAFX	60605
2	LAFX	60610
3	LAFX	60612
4	LAFX	60621
5	LAFX	60633
6	LAFX	60637
7	LAFX	60640
8	LAFX	60655
9	LAFX	60665
10	LAFX	60669
11	LAFX	60676
12	LAFX	60677
13	LAFX	60681
14	LAFX	60686
15	LAFX	60689
16	LAFX	60698