RECORDATION NO. 32303-E
FILED SEPTEMBER 20, 2016 10:25 AM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
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September 20, 2016

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efiling the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of September 20, 2016. The primary document to which this is connected is recorded under Recordation No. 32303. We request that this document be recorded under Recordation No. 32303-E.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

CAI Rail, Inc.
Steuart Tower
1 Market Plaza, Suite 900
San Francisco, CA 94105

Lessee:

Argos Cement LLC
12735 Morris Road Extension, Suite 300
Alpharetta, GA 30004

A description of the equipment covered by the Memorandum of Lease Agreement consists of 180 covered hopper cars numbered ARUX 000502-000507, inclusive, 000510, 000512, 000515-000521, inclusive, 000524, 000527, 000530, 000532, 000533, 000534, 000535, 000537, 000538, 000539, 000542, 000545, 000546, 000547, 000548, 000550, 000551, 000554, 000555, 000558, 000559, 000560, 000561, 000563, 000564, 000565, 000567, 000570, 000572, 000574, 000575, 000576, 000580, 000581, 000584, 000586, 000587, 000588, 000589, 000591, 000592, 000594, 000595, 000596, 000597, 000598, 000599, 000601, 000602, 000603, 000604, 000605, 000609, 000610, 000611, 000612, 000614, 000615, 000616, 000618, 000619, 000621, 000623, 000624, 000629, 000630, 000632, 000636, 000637, 000638, 000639, 000640, 000641, 000644, 000647, 000648, 000650, 000651, 000652, 000653, 000655, 000656, 000657, and 000659, 000661, 000664, 000666, 000667, 000669, 000670, 000671, 000673, 000674, 000676, 000678, 000679, 000681, 000682, 000685, 000687, 000693, 000694, 000695, 000696, 000697, 000698, and 000699.

A fee of $45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between CAI Rail, Inc., Steuart Tower, 1 Market Plaza, Suite 900, San Francisco, CA 94105, and Argos Cement LLC, 12735 Morris Road Extension, Suite 300, Alpharetta, GA 30004, covering 180 covered hopper cars numbered ARUX 000502-000507, inclusive, 000510, 000512, 000515-000521, inclusive, 000524, 000527, 000530, 000532, 000533, 000534, 000535, 000537, 000538, 000539, 000542, 000545, 000546, 000547, 000548, 000550, 000551, 000554, 000555, 000558, 000559, 000560, 000561, 000563, 000564, 000565, 000567, 000570, 000572, 000574, 000575, 000576, 000580, 000581, 000584, 000586, 000587, 000588, 000589, 000591, 000592, 000594, 000595, 000596, 000597, 000598, 000599, 000601, 000602, 000603, 000604, 000605, 000609, 000610, 000611, 000612, 000614, 000615, 000616, 000618, 000619, 000621, 000623, 000624, 000629, 000630, 000632, 000636, 000637, 000638, 000639, 000640, 000641, 000644, 000647, 000648, 000650, 000651, 000652, 000653, 000655, 000656, 000657, and 000659, 000661, 000664, 000666, 000667, 000669, 000670, 000671, 000673, 000674, 000676, 000678, 000679, 000681, 000682, 000685, 000687, 000693, 000694, 000695, 000696, 000697, 000698, and 000699.

Very Truly Yours,

Louis E. Gitomer

Enclosure

RECORDATION NO. 32303-E
FILED SEPTEMBER 20, 2016 10:25 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of September 20, 2016

between

ARGOS CEMENT LLC,
as Lessee,

and

CAI RAIL INC.,
as Lessor

3101754

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 20, 2016, by and between CAI RAIL INC., as successor by assignment to First Union Rail Corporation ("Lessor"), and ARGOS CEMENT LLC ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore executed that certain Rider No. 2 as of dated March 12 2012, as amended by Amendment No. 1 to Rider No. 2 to Lease Agreement dated January 23, 2012, dated as of June 29, 2015 (together with all of the riders, schedules and other attachments thereto), executed pursuant to and incorporating by reference that certain Lease Agreement Contract No. ARGO001SF dated as of January 23, 2012 (collectively, the "Lease"), each between Lessor and Lessee.

   Pursuant to the Lease, Lessor has leased to Lessee, and Lessee has leased from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

2. The Lease became effective as of March 12, 2012, and is subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

CAI RAIL INC.

By: Timothy B Page
Name: Timothy B. Page
Title: Chief Financial Officer

STATE OF CALIFORNIA)
) ss.
COUNTY OF _____)

On this _____ day of July, 2016, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____of CAI RAIL INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

_____
Notary Public

My commission expires:

_____, ____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT **CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)
On 8/1/16 before me, Kirsten L Williams, notary public
Date *Here Insert Name and Title of the Officer*
personally appeared Timothy Page
Name(s) of Signer(s)

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.

KIRSTEN MIGNON WILLIAMS
Commission # 2070474
Notary Public - California
San Francisco County
My Comm. Expires Jun 6, 2018

Signature
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____
Signer Is Representing: _____

Signer's Name: _____
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____
Signer Is Representing: _____

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ARGOS CEMENT LLC

By: _____
Name: HARRY MOOTOOK
Title: VICE PRESIDENT. LOGISTICS.

STATE OF GA)
) ss.
COUNTY OF FULTON)

On this 19 day of ~~July~~ Sept, 2016, before me appeared HARRY MOOTOOK, the person who signed this instrument, who acknowledged that (s)he is the V.P LOGISTICS of ARGOS CEMENT, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Laurie A Smith
Notary Public

My commission expires:

MY COMMISSION EXPIRES
June 7th of 2018

LAURIE A SMITH
NOTARY PUBLIC
FORSYTH COUNTY, GEORGIA

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Railcar Number	Contract Number	Lessee Name	Equipment Description	Manufacturer Year
ARUX000502	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000503	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000504	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000505	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000506	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000507	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000510	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000512	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000515	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000516	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000517	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000518	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000519	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000520	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000521	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000524	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000527	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000530	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000532	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000533	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000534	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000535	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000537	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000538	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000539	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000542	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000545	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000546	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000547	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000548	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000550	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000551	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000554	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000555	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000558	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000559	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001

Railcar Number	Contract Number	Lessee Name	Equipment Description	Manufacturer Year
ARUX000560	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000561	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000563	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000564	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000565	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000567	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000570	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000572	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000574	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000575	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000576	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000580	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000581	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000584	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000586	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000587	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000588	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000589	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000591	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000592	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000594	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000595	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000596	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000597	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000598	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000599	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000601	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000602	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000603	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000604	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000605	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000609	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000610	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000611	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000612	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000614	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000615	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000616	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000618	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000619	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000621	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000623	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001

Railcar Number	Contract Number	Lessee Name	Equipment Description	Manufacturer Year
ARUX000624	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000629	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000630	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000632	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000636	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000637	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000638	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000639	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000640	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000641	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000644	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000647	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000648	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000650	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000651	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000652	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000653	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000655	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000656	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000657	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000659	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000661	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000664	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000666	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000667	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000669	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000670	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000671	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000673	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000674	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000676	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000678	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000679	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000681	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000682	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000685	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000687	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000693	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000694	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000695	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000696	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000697	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001

Railcar Number	Contract Number	Lessee Name	Equipment Description	Manufacturer Year
ARUX000698	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001
ARUX000699	ARGO	Argos Cement LLC	3000-3282 cu ft Covered Hopper	2001