



Mitsui Rail Capital, LLC
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RECORDATION NO. 26392-B
FILED JULY 12, 2016 5:40 PM
SURFACE TRANSPORTATION BOARD

July 12, 2016

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 an Amendment No. 1 to Memorandum of Partial Assignment and Assumption Agreement dated February 8, 2016 between the following parties:

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

Lessor: Mitsui Rail Capital, LLC
1 S. Wacker Drive, Suite 3110
Chicago, IL 60606

The enclosed document relates to the Memorandum of Partial Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26392-A.

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

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

This filing is to appear in the index as follows:

Amendment No. 1 to 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.

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

**AMENDMENT NO. 1 TO MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION
AGREEMENT**

BETWEEN

**MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**ARGOS CEMENT LLC
("LESSEE")**

This **Amendment No. 1 to Memorandum of Partial Assignment and Assumption Agreement** dated as of February 8, 2016 is made by and between Mitsui Rail Capital, LLC ("**Lessor**") and Argos Cement LLC (as successor in interest to LaFarge North America Inc.) ("**Lessee**").

WITNESSETH

1. Lessee and Lessor executed that certain Memorandum of Partial Assignment and Assumption Agreement dated October 3, 2011 (the "**Memorandum**") describing the assignment to Lessee of those certain railcars bearing marks and numbers as identified on the exhibit to the Memorandum.
2. The Memorandum was recorded at the Surface Transportation Board on November 14, 2014 under Recordation No. 26392-A.
3. Lessee and Lessor wish to amend the Memorandum to evidence for the record, the amended railcar marks and numbers as listed on Amended Exhibit 1 attached hereto.
4. All other terms and conditions of the Memorandum not specifically amended hereby shall remain in full force and effect.

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

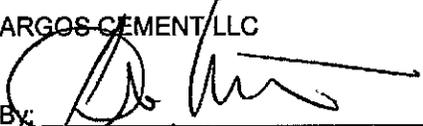
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: Daniel P. Penovich
Title: President

LESSEE:

ARGOS CEMENT LLC

By: 
Print Name: HARRY MOTODOR
Title: VP LOGISTICS

STATE OF ILLINOIS

COUNTY OF COOK

On this 10th day of February, 2016, before me personally appeared Daniel P. Penovich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 26, 2016



STATE OF Georgia

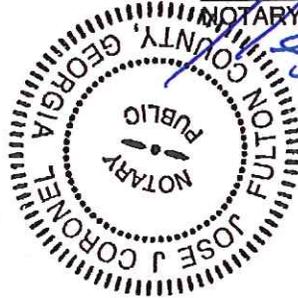
COUNTY OF Fulton

On this 9th day of Feb, 2016, before me personally appeared Henri Mootoor, to me personally known, who being by me duly sworn, says that he is the Vice President of Argos Cement LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Jose J Coronel
NOTARY PUBLIC

My commission expires:

02/20/16



AMENDED EXHIBIT 1
CAR MARKS AND NUMBERS

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