



RECORDATION NO. 27520-A
FILED AUGUST 12, 2014 01:39 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

August 12, 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 Assignment and Assumption Agreement dated July 29, 2013 between the following parties:

Assignee: Azcon, Inc.
820 W. Jackson Boulevard, Suite 425
Chicago, IL 60607

Assignor: Blue Tee Corp.
250 Park Avenue South
New York, NY 10003

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

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement.

Please file this as a secondary document under Recordation 27520 previously filed with the Surface Transportation Board. The filing fee in the amount of \$44.00 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
Paralegal, Legal Department

Enclosure

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

AMONG

BLUE TEE CORP.

AND

AZCON, INC.

AND

mitsui RAIL CAPITAL, LLC

JULY 29, 2013

Memorandum of Assignment and Assumption Agreement made and entered into as of July 29, 2013, by and between Blue Tee Corp. ("*Assignor*"), a Delaware corporation, Azcon, Inc. ("*Assignee*"), a Delaware corporation and Mitsui Rail Capital, LLC ("*Lessor*"), a Delaware limited liability company.

WITNESSETH:

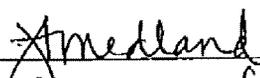
1. Lessor leased to Assignor ("*Lessee*") ten (10) railcars bearing marks and numbers as listed on Exhibit 1 attached hereto, pursuant to that certain Full Service Lease Agreement dated April 17, 2008 (the "*Lease*"), and Schedule No. 1 thereto dated April 17, 2008 (the "*Schedule*") (the Schedule and the Lease collectively, the "*Lease Agreement*").
2. In connection with the Lease a Memorandum of Lease was recorded with the Surface Transportation Board ("*STB*") on June 6, 2008 and assigned Recordation No. 27520.
3. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease Agreement with respect to those certain railcars listed on Exhibit 1 attached hereto (the "*Assignment*").
4. In acknowledgement of the Assignment, this Memorandum of 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.

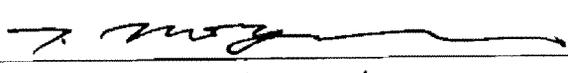
BLUE TEE CORP.

By: 
Title: Controller

AZCON, INC.

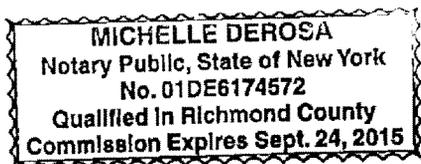
By: 
Title: Corporate Controller

MITSUI RAIL CAPITAL, LLC

By: 
Title: Executive Director

STATE OF New York)
COUNTY OF New York) ss.

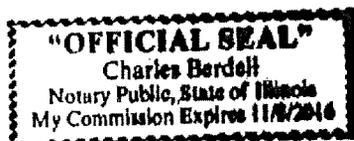
On this 7 day of July, 2014, before me personally appeared Thomas CARUSO, to me personally known, who being by me duly sworn, says that s/he is the controller of Blue Tee Corp. and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Michelle Derosa
NOTARY PUBLIC
My commission expires: 9/24/15

STATE OF IL)
COUNTY OF Cook) ss.

On this 3 day of July, 2014 before me personally appeared Jamie Medland, to me personally known, who being by me duly sworn, says that s/he is the Corp Controller of Azcon, 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.



Charles Berdell
NOTARY PUBLIC
My commission expires: 11-8-2016

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

On this 9th day of July, 2014, before me personally appeared Tomoyuki Moriyama, to me personally known, who being by me duly sworn, says that he is the Executive Director 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.



Christine C Peterson
NOTARY PUBLIC
My commission expires: 7-26-16

EXHIBIT 1
Car Marks and Numbers

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	286620
2	MBKX	286608
3	MBKX	286621
4	MBKX	286573
5	MBKX	286525
6	MBKX	286582
7	MBKX	286541
8	MBKX	286562
9	MBKX	286624
10	MBKX	286577