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**SURFACE TRANSPORTATION BOARD**

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

Main (312) 803-8880  
Fax (312) 803-8890

July 27, 2012

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 16, 2012 between the following parties:

Assignee: Performance Technologies, L.L.C.  
16217 North May Avenue  
Edmond, OK 73013

Assignor: PTL Prop Solutions, L.L.C.  
16217 North May Avenue  
Edmond, OK 73013

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 30192 previously filed with the Surface Transportation Board. The filing fee in the amount of \$41.00 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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SURFACE TRANSPORTATION BOARD

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

***AMONG***

***PTL PROP SOLUTIONS, L.L.C.***

***AND***

***PERFORMANCE TECHNOLOGIES, L.L.C.***

***AND***

***MITSUI RAIL CAPITAL, LLC***

July 16, 2012

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Memorandum of Assignment and Assumption Agreement made and entered into as of July 16, 2012, by and between PTL Prop Solutions, L.L.C. ("*Assignor*"), an Oklahoma limited liability company, Performance Technologies, L.L.C. ("*Assignee*"), an Oklahoma limited liability company and Mitsui Rail Capital, LLC ("*Lessor*"), a Delaware limited liability company.

WITNESSETH:

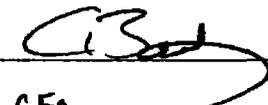
1. Lessor leased to Assignor ("*Lessee*") two hundred (200) railcars, marked and numbered MBKX 101450 through MBKX 101649, both inclusive, pursuant to that certain Full Service Lease Agreement dated January 9, 2012 (the "*Lease*"), and Schedule No. 1 thereto dated January 9, 2012 (the "*Schedule*") (the 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 April 25, 2012 and assigned Recordation No. 30192.
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.

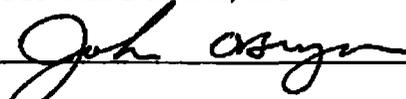
PTL PROP SOLUTIONS, L.L.C.

By:   
Title: CFO

PERFORMANCE TECHNOLOGIES, L.L.C.

By:   
Title: CFO

MITSUI RAIL CAPITAL, LLC

By:   
Title: President

STATE OF OK )  
 ) ss.  
COUNTY OF OK )

On this 16 day of July, 2012, before me personally appeared Cary Baetz, to me personally known, who being by me duly sworn, says that s/he is the CEO of PTL Prop Solutions, L.L.C. 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.



Catina D'Arville  
NOTARY PUBLIC  
My commission expires: 11-4-15

STATE OF OK )  
 ) ss.  
COUNTY OF OK )

On this 16 day of July, 2012, before me personally appeared Cary Baetz, to me personally known, who being by me duly sworn, says that s/he is the CEO of Performance Technologies, L.L.C. 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.



Catina D'Arville  
NOTARY PUBLIC  
My commission expires: 11-4-15

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 27<sup>th</sup> day of July, 2012, 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.



Linda Kulovitz  
NOTARY PUBLIC  
My commission expires: 12-6-12

**EXHIBIT 1**

**Car Marks and Numbers**

**MBKX 101450 – MBKX 101649 (both inclusive)**