RECORDATION NO. 23050-AA FILED
September 02, 2014 07:30 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 2, 2014

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 29, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 23050.

The names and addresses of the parties to the enclosed document are:

Assignor: Wells Fargo Equipment Finance, Inc., d/b/a
Midwest Railcar Capital Equipment Company
4949 Autumn Oaks Drive
Maryville, IL 62062

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

[Lessee: Lhoist North America of Arizona, Inc. (f/k/a Chemical
Lime Company of Arizona)
Mile Post 112 Hwy 66
Peach Springs, AZ 86434]

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

30 covered hopper railcars within the series MCEX 350235 – MCEX 350305 (previously marked within the series CEFX 15141 – CEFX 154235 and GRPX 944040 – GRPX 944578) as more particularly set forth in the attachment to the document.
(Note: 42 of the original 72 railcars subject to the Lease were returned and are not subject to the Lease, with the 30 railcars listed remaining subject to the lease).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of $43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum of Assignment") dated as of August 29, 2014 is between WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY ("Assignor") and MIDWEST RAILCAR CORPORATION ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor and the lessee identified in Exhibit A attached hereto are parties to that certain lease transaction described in Exhibit A whereby Assignor, as lessor, is leasing the railcars listed in Exhibit A to Lessee, as lessee (the "Lease").

B. The Lease was recorded with the Surface Transportation Board under the recordation number(s) listed on Exhibit A hereto.

C. Pursuant to that certain Assignment of Lessor's Interest in Lease Documents dated the date hereof by and between Assignor and Assignee (the "Assignment"), Assignor assigned to Assignee all of Assignor's right, title and interest in and to the Leases and other documents related thereto and (to the extent arising on or after the date hereof) Assignor's obligations thereunder, as more specifically described in the Assignment.

D. The parties hereto wish to show for public record the assignment of the lessor's interest in the Lease by Assignor to Assignee pursuant to the Assignment by the filing of this Memorandum of Assignment and accordingly have caused this Memorandum of Assignment to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum of Assignment may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[signatures appear on the following page]

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

WELLS FARGO EQUIPMENT FINANCE, INC.
d/b/a MIDWEST RAILCAR CAPITAL
EQUIPMENT COMPANY
("Assignor")

By: Renee Bakos (SEAL)
Renee Bakos
AVP, Contract Analyst

STATE OF MN)
) SS:
COUNTY OF Hennepin)

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 26 day of August, 2014 by Renee Bakos, as an AVP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

Notary Public

My commission expires: 1/31/18

[Notarial Seal] MARY A BRODERS
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES 01/31/18

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

MIDWEST RAILCAR CORPORATION
as Assignee

By: _____
Richard M. Folio
Executive Vice President

STATE OF MARYLAND)
) SS
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 27th day of August, 2014 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.

_____
Notary Public

My commission expires:_____

[Notarial Seal]

DEBORAH J. HOOPER
NOTARY PUBLIC
BALTIMORE COUNTY MD
My Commission Expires
07/11/2018

Exhibit A

Surface Transportation Board Primary Recordation Number: **23050**

Lessee:

Chemical Lime, Ltd.

Lease Documents:

1. Master Railcar Lease dated as of May 25, 2000 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor (as successor to The CIT Group/Equipment Financing, Inc.), and Chemical Lime Ltd., as lessee.
2. Schedule No. 04 dated as of February 12, 2003 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor (as successor to The CIT Group/Equipment Financing, Inc.), and Chemical Lime, Ltd., as lessee, as renewed.
3. Memorandum of Assignment of Lease dated March 16, 2007 by and between Midwest Railcar Corporation and Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company recorded with the Surface Transportation Board on March 19, 2007 under recordation number 23050-U.
4. Memorandum of Assignment of Lease Schedule dated March 16, 2007 by and between the Midwest Railcar Corporation and Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, recorded with the Surface Transportation Board on April 17, 2007 under recordation number 23050-Z.
5. Memorandum of Railcar Lease dated as of February 12, 2003 by and between the Midwest Railcar Corporation Chemical Lime, Ltd., recorded with the Surface Transportation Board on April 17, 2007 under recordation number 23050-S

Railcars Under Lease:

Thirty (30) 4600-4750 c.f. covered hopper railcars bearing the following reporting marks and numbers:

No.	Prior Reporting Marks and Numbers	Current Reporting Marks and Numbers
1.	CEFX015141	MCEX350235
2.	CEFX015232	MCEX350237
3.	CEFX015314	MCEX350239
4.	CEFX015336	MCEX350241
5.	CEFX015752	MCEX350245
6.	CEFX015766	MCEX350247
7.	CEFX151667	MCEX350253
8.	CEFX151928	MCEX350254
9.	CEFX151948	MCEX350255
10.	CEFX151979	MCEX350256
11.	CEFX152511	MCEX350260
12.	CEFX152522	MCEX350262
13.	CEFX152543	MCEX350265

No.	Prior Reporting Marks and Numbers	Current Reporting Marks and Numbers
14.	CEFX154127	MCEX350269
15.	CEFX154143	MCEX350273
16.	CEFX154160	MCEX350278
17.	CEFX154181	MCEX350280
18.	CEFX154196	MCEX350283
19.	CEFX154205	MCEX350284
20.	CEFX154211	MCEX350285
21.	CEFX154213	MCEX350286
22.	CEFX154215	MCEX350287
23.	CEFX154216	MCEX350288
24.	CEFX154235	MCEX350290
25.	GRPX944040	MCEX350297
26.	GRPX944045	MCEX350298
27.	GRPX944248	MCEX350301
28.	GRPX944271	MCEX350302
29.	GRPX944573	MCEX350304
30.	GRPX944578	MCEX350305

Forty-Two (42) of the original Seventy-Two (72) railcars subject to the Lease were returned and are not subject to the Lease, with the Thirty (30) railcars listed herein remaining subject to the Lease.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/2/14

Edward M. Luria

Edward M. Luria