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April 9, 2014

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

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Assignment of Railcar Lease dated 2/28/14

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

Assignee: Park Shore Investors, LP
523 Turtle Hatch Lane
Naples, FL 34103

Equipment: 35, 4740-4780 cf Covered Hoppers
MWCX 460879-460913

Please record this agreement as a secondary document to STB Recordation #31152. The filing fee of \$44 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of February 28, 2014 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and PARK SHORE INVESTORS, LP (the "Assignee").

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

A. The Assignor, as lessor, has leased to U.S. Lime Company-St. Clair, as lessee (the "Lessee"), thirty-five (35) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #1 dated December 14, 2007, as extended by that certain Extension No. 1 to Schedule #1, entered into as of October 3, 2011 and effective as of October 1, 2012 (as extended, the "Schedule") to the Full Service Master Lease Agreement dated as of December 14, 2007, (the "Master Lease"), each by and between Assignor, as lessor, and Lessee, as lessee (the Schedule and the Master Lease, solely as it pertains to the Schedule, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum 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.

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

PARK SHORE INVESTORS, LP

By: Southern Rail Management, LLC, its general partner

By: Walter Ballard, Jr.
Walter Ballard, Jr.
Member

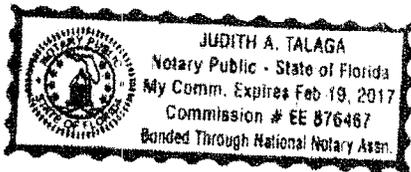
STATE OF Florida)
COUNTY OF Collier) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Collier this 26th day of February, 2014 by Walter Ballard, Jr., Member of Southern Rail Management, LLC, the General Partner of Park Shore Investors, LP, a Florida Limited Partnership.

Judith A. Talaga
Notary Public

My commission expires: Feb. 19, 2017

[Notarial Seal]



Schedule 1
DESCRIPTION OF RAILCARS

Thirty-Five (35) railcars bearing the following reporting marks and numbers:

<u>No.</u>	<u>Railcar marks and numbers</u>
1.	MWCX460879
2.	MWCX460880
3.	MWCX460881
4.	MWCX460882
5.	MWCX460883
6.	MWCX460884
7.	MWCX460885
8.	MWCX460886
9.	MWCX460887
10.	MWCX460888
11.	MWCX460889
12.	MWCX460890
13.	MWCX460891
14.	MWCX460892
15.	MWCX460893
16.	MWCX460894
17.	MWCX460895
18.	MWCX460896
19.	MWCX460897
20.	MWCX460898
21.	MWCX460899
22.	MWCX460900
23.	MWCX460901
24.	MWCX460902
25.	MWCX460903
26.	MWCX460904
27.	MWCX460905
28.	MWCX460906

No.	Railcar marks and numbers
29.	MWCX460907
30.	MWCX460908
31.	MWCX460909
32.	MWCX460910
33.	MWCX460911
34.	MWCX460912
35.	MWCX460913