RECORDATION NO. 27318-A 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 Memorandum of Schedule #3 to Full Service Master Lease Agreement previously filed under Recordation Number 29619 and the Assignment and Assumption Agreement previously filed under Recordation Number 27318.

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: American Colloid Company
150 West Shure Drive
Arlington Heights, IL 60004]

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

18 covered hopper railcars within the series MCEX 350577 – MCEX 350593 and NAHX 551685 – NAHX 551704 as more particularly set forth in the attachment to the document. (Note: NAHX 551697 was casualtied).

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 28 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.

Mary A Broders
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 Numbers: **29619; 27318**

Lessee:

American Colloid Company

Lease Documents:

1. Full Service Master Lease Agreement made effective April 11, 2007, by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor, and American Colloid Company, as lessee
2. Schedule #3 made as of April 11, 2007, by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor, and American Colloid Company, as lessee.
3. Memorandum of Schedule #3 to Full Service Master Lease Agreement dated 11/30/10 by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor, and American Colloid Company, as lessee, recorded with the Surface Transportation Board on January 20, 2011 under recordation number 29619.

Railcars Under Lease:

Eighteen (18) 5150 c.f. pressure differential covered hopper railcars bearing the following reporting marks and numbers:

	Reporting Marks and Numbers		Reporting Marks and Numbers
1	MCEX350577	11	MCEX350593
2	MCEX350578	12	NAHX551685
3	MCEX350579	13	NAHX551693
4	MCEX350580	14	NAHX551696
5	MCEX350581	15	NAHX551700
6	MCEX350582	16	NAHX551701
7	MCEX350583	17	NAHX551702
8	MCEX350585	18	NAHX551704
9	MCEX350588		
10	MCEX350589		

The railcar bearing the reporting mark and number NAHX551697 was casualtied.

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