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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 Assignment and Assumption Agreement previously filed under Recordation Number 26662.

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:	Agrium U.S. Inc. 4582 S. Ulster St., Ste. 1700 Denver, CO 80237]

Section Chief
September 2, 2014
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50 covered hopper railcars: MCEX 350075 through MCEX 350124, inclusive, previously marked NAHX 061300 through NAHX 061349, inclusive.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

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]

Exhibit A

Surface Transportation Board 26662
Primary Recordation Number:

Lessee:

Agrium U.S. Inc.

Lease:

1. Car Leasing Agreement 2000-83-02 dated as of April 16, 1996, by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor (as successor to General Electric Railcar Services Corporation), and Agrium U.S. Inc., as lessee.
2. Rider No. 1 dated July 30, 1996, Forming Part of Car Leasing Agreement 2000-83-02 dated as of April 16, 1996, by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor (as successor to General Electric Railcar Services Corporation), and Agrium U.S. Inc., as lessee, as renewed.

Railcars Under Lease:

Fifty (50) 5150 c.f. covered hopper railcars bearing the following reporting marks and numbers:

No. Prior Reporting Current Reporting
 Marks and Numbers Marks and Numbers

1.	NAHX061300	MCEX350075
2.	NAHX061301	MCEX350076
3.	NAHX061302	MCEX350077
4.	NAHX061303	MCEX350078
5.	NAHX061304	MCEX350079
6.	NAHX061305	MCEX350080
7.	NAHX061306	MCEX350081
8.	NAHX061307	MCEX350082
9.	NAHX061308	MCEX350083
10.	NAHX061309	MCEX350084
11.	NAHX061310	MCEX350085
12.	NAHX061311	MCEX350086
13.	NAHX061312	MCEX350087
14.	NAHX061313	MCEX350088
15.	NAHX061314	MCEX350089
16.	NAHX061315	MCEX350090
17.	NAHX061316	MCEX350091
18.	NAHX061317	MCEX350092
19.	NAHX061318	MCEX350093
20.	NAHX061319	MCEX350094
21.	NAHX061320	MCEX350095
22.	NAHX061321	MCEX350096
23.	NAHX061322	MCEX350097
24.	NAHX061323	MCEX350098
25.	NAHX061324	MCEX350099

26.	NAHX061325	MCEX350100
27.	NAHX061326	MCEX350101
28.	NAHX061327	MCEX350102
29.	NAHX061328	MCEX350103
30.	NAHX061329	MCEX350104
31.	NAHX061330	MCEX350105
32.	NAHX061331	MCEX350106
33.	NAHX061332	MCEX350107
34.	NAHX061333	MCEX350108
35.	NAHX061334	MCEX350109
36.	NAHX061335	MCEX350110
37.	NAHX061336	MCEX350111
38.	NAHX061337	MCEX350112
39.	NAHX061338	MCEX350113
40.	NAHX061339	MCEX350114
41.	NAHX061340	MCEX350115
42.	NAHX061341	MCEX350116
43.	NAHX061342	MCEX350117
44.	NAHX061343	MCEX350118
45.	NAHX061344	MCEX350119
46.	NAHX061345	MCEX350120
47.	NAHX061346	MCEX350121
48.	NAHX061347	MCEX350122
49.	NAHX061348	MCEX350123
50.	NAHX061349	MCEX350124

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