

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040
www.osterresearchingservices.com
maryannoster@comcast.net

December 30, 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 Agreement dated as of 12/30/14

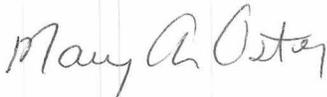
Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

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

Equipment: 41, Railcars
MWCX 500025-500134 NI

Please record this agreement as a primary document. The filing fee of \$43 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF
ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 30 day of December, 2014, by and between Park Shore Investors, LP, a Florida limited partnership ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. As security for a certain loan, Assignor has assigned to Assignee that certain Rider 17 dated as of February 16, 2011, as extended by that certain Extension No. 1 to Rider 17 entered into as of June 12, 2014 and effective as of September 1, 2014, to that certain Full Service Lease Agreement dated February 15, 2002, as amended by that certain First Amendment of Lease dated as of June 12, 2014, (collectively, the "Lease"), between Park Shore Investors, LP (successor-in-interest to Midwest Railcar Corporation), as lessor and General Mills Operations, LLC, as lessee for the railcars bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Extension Term, as defined in the Lease.

This Memorandum of Assignment may be executed in counterparts, each of which shall be an original, but all of which shall constitute one and the same document and all signatures need not appear on the same page.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 30, 2014.

Park Shore Investors, LP

Wells Fargo Equipment Finance, Inc.

By: Southern Rail Management, LLC, its
General Partner

By: Marka Kettle

By: Walter L. Ballard, Jr.
Walter L. Ballard, Jr., its Manager

Its: AVP

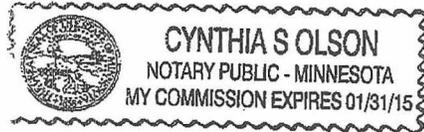
STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 30 day of December, 2014 before me personally appeared,
Martha Kettle to me personally known, who being by me duly
sworn, says that s/he is the AVP of Wells Fargo Equipment Finance, Inc., a
Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.

[Seal]

Cynthia S Olson
Notary Public

My commission expires: January 31, 2015



STATE OF FLORIDA
COUNTY OF COLLIER

On this 25th day of DECEMBER, 2014 before me personally appeared,
WALTER BALLARD JR to me personally known, who being by me duly sworn, says
that s/he is the MANAGER of SOUTHERN RAIL MANAGEMENT, a(n) LLC (FL)
corporation, that said instrument was signed on behalf of said corporation, and s/he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.

[Seal]

 JOSH SPARKS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE187334
Expires 4/3/2015

[Signature]
Notary Public

My commission expires: 4/3/16

SCHEDULE A

Description of Railcars

Forty-one (41) 60 ft., 100-ton Boxcars equipped with movable load dividers. Reporting marks and numbers are as follows:

No.	Railcar marks and numbers
1.	MWCX500025
2.	MWCX500026
3.	MWCX500028
4.	MWCX500029
5.	MWCX500030
6.	MWCX500031
7.	MWCX500032
8.	MWCX500033
9.	MWCX500034
10.	MWCX500035
11.	MWCX500036
12.	MWCX500037
13.	MWCX500038
14.	MWCX500039
15.	MWCX500040
16.	MWCX500041
17.	MWCX500042
18.	MWCX500043
19.	MWCX500044
20.	MWCX500045
21.	MWCX500046
22.	MWCX500047
23.	MWCX500048
24.	MWCX500049
25.	MWCX500050
26.	MWCX500051
27.	MWCX500052
28.	MWCX500053
29.	MWCX500054

No. Railcar marks and numbers

- 30. MWCX500055
- 31. MWCX500056
- 32. MWCX500057
- 33. MWCX500058
- 34. MWCX500106
- 35. MWCX500107
- 36. MWCX500108
- 37. MWCX500109
- 38. MWCX500130
- 39. MWCX500131
- 40. MWCX500133
- 41. MWCX500134