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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: 20, 4750 cf Covered Hoppers
MWCX 460813-460877, NI

Please record this agreement as a secondary document to STB Recordation #31154. 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"), twenty (20) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #2 dated July 23, 2008, as extended by that certain Extension No. 1 to Schedule #2, entered into as of June 13, 2011 and effective as of January 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.

MIDWEST RAILCAR CORPORATION
as Assignor

By: 
Richard M. Folio
Executive Vice President

STATE OF Illinois)
~~CITY~~/COUNTY OF Madison) SS:

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


Notary Public
My commission expires: 5/13/14

[Notarial Seal]



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

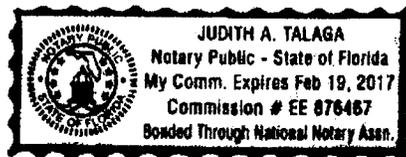
STATE OF Florida)
COUNTY OF Collier) SS:

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.

My commission expires: Feb. 19th, 2017

Judith A. Talaga
Notary Public

[Notarial Seal]



Schedule 1
DESCRIPTION OF RAILCARS

Twenty (20) railcars bearing the following reporting marks and numbers:

<u>No.</u>	<u>Railcar marks and numbers</u>
1.	MWCX460813
2.	MWCX460816
3.	MWCX460824
4.	MWCX460826
5.	MWCX460828
6.	MWCX460836
7.	MWCX460842
8.	MWCX460843
9.	MWCX460855
10.	MWCX460857
11.	MWCX460860
12.	MWCX460864
13.	MWCX460868
14.	MWCX460870
15.	MWCX460871
16.	MWCX460873
17.	MWCX460874
18.	MWCX460875
19.	MWCX460876
20.	MWCX460877