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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 Railcar Lease previously filed under Recordation Number 23051.

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:	Lhoist North America of Arizona, Inc. (f/k/a Chemical Lime Company of Arizona) Mile Post 112 Hwy 66 Peach Springs, AZ 86434]

Section Chief  
September 2, 2014  
Page two

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

40 covered hopper railcars within the series MCEX 350308 – MCEX 350361 as more particularly set forth in the attachment to the document.

(Note: 29 of the original 69 railcars subject to the Lease were returned and are not subject to the Lease, with the 40 railcars listed remaining subject to the Lease).

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]



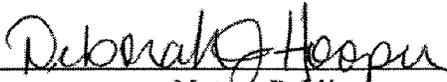
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION  
as Assignee

By:   
Richard M. Folio  
Executive Vice President

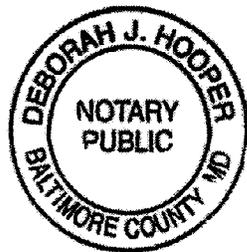
STATE OF MARYLAND    )  
  ) SS  
CITY OF BALTIMORE    )

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 27<sup>th</sup> 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]



My Commission Expires  
07/11/2018

Exhibit A

**Surface Transportation Board      23051**  
**Primary Recordation Number:**

Lhoist North America of Arizona,  
Inc.

1. Master Railcar Lease dated May 25, 2000 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor (as successor to The CIT Group/Equipment Financing, Inc.), and Lhoist North America of Arizona, Inc. (f/k/a Chemical Lime Company of Arizona), as lessee.
2. Schedule No. 02 dated May 7, 2002 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as lessor (as successor to The CIT Group/Equipment Financing, Inc.), and Lhoist North America of Arizona, Inc. (f/k/a Chemical Lime Company of Arizona), as lessee, as extended.
3. Memorandum of Railcar Lease dated May 7, 2002 by and between The CIT Group/Equipment Financing, Inc. and Chemical Lime Company of Arizona, recorded with the Surface Transportation Board on June 17, 2002 under recordation number 23051-A.
4. Memorandum of Assignment of Lease Schedule dated March 16, 2007 by and between The CIT Group/Equipment Financing, Inc. and Midwest Railcar Corporation, recorded with the Surface Transportation Board on March 19, 2007 under recordation number 23051-B.
5. Memorandum of Assignment of Lease dated March 16, 2007 by and between Midwest Railcar Corporation and Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, recorded with the Surface Transportation Board on April 17, 2007 under recordation number 23051-D.

Railcars Under Lease:

Forty (40) 4650 c.f. covered hopper railcars bearing the following reporting marks and numbers:

[see attached]

<u>No.</u>	<u>Old Car Marks and Numbers</u>	<u>New Car Marks and Numbers</u>
1	CEFX152755	MCEX350355
2	CEFX152754	MCEX350354
3	CEFX152743	MCEX350352
4	CEFX152744	MCEX350353
5	CEFX152778	MCEX350361
6	CEFX016542	MCEX350343
7	CEFX016405	MCEX350308
8	CEFX016547	MCEX350345
9	CEFX016438	MCEX350314
10	CEFX016440	MCEX350315
11	CEFX016434	MCEX350312
12	CEFX016437	MCEX350313
13	CEFX016416	MCEX350311
14	CEFX016407	MCEX350309
15	CEFX016409	MCEX350310
16	CEFX016544	MCEX350344
17	CEFX016461	MCEX350322
18	CEFX016467	MCEX350323
19	CEFX016477	MCEX350325
20	CEFX016457	MCEX350321
21	CEFX016449	MCEX350319
22	CEFX016456	MCEX350320
23	CEFX016446	MCEX350316
24	CEFX016447	MCEX350317
25	CEFX016508	MCEX350331
26	CEFX016509	MCEX350332
27	CEFX016510	MCEX350333
28	CEFX016500	MCEX350330
29	CEFX016492	MCEX350328
30	CEFX016496	MCEX350329
31	CEFX016511	MCEX350334
32	CEFX016482	MCEX350326
33	CEFX016530	MCEX350341
34	CEFX016483	MCEX350327
35	CEFX016517	MCEX350336
36	CEFX016522	MCEX350337
37	CEFX016527	MCEX350340
38	CEFX016539	MCEX350342
39	CEFX016525	MCEX350339
40	CEFX016513	MCEX350335

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Twenty-Nine (29) of the original Sixty-Nine (69) railcars subject to the Lease were returned and are not subject to the Lease, with the Forty (40) railcars listed herein remaining subject to the Lease.

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