

OSTER RESEARCHING SERVICES

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

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 Agreement dated 3/31/14

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

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Equipment: 47, 7000 cf Woodchip Hoppers
MWCX 700000-700047

Please record this agreement as a secondary document to STB Recordation #31153. The filing fee of \$44 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 31st day of March, 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 Schedule No. 1 dated as of February 1, 2010, as extended by that certain Extension No. 1 to Schedule #1 entered into as of March 5, 2013 and effective as of July 1, 2013, to that certain Full Service Master Lease Agreement dated February 1, 2010, as amended by that certain First Amendment of Full Service Master Lease Agreement dated as of March 5, 2013, between Assignor (successor-in-interest to Midwest Railcar Corporation), as Lessor and Rayonier Wood Procurement, 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 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 March 31st, 2014.

Park Shore Investors, LP

By: Southern Rail Management, LLC, its
General Partner

By:

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

Walter L. Ballard

Wells Fargo Equipment Finance, Inc.

By:

Its:

Jacqueline P. McCaw
Jacqueline P. McCaw
Vice President

Loan Administration Manager

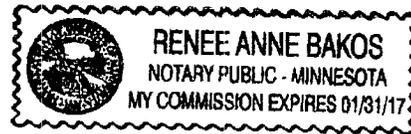
STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 31st day of March, 2014 before me personally appeared,
Jaqueline McCaw to me personally known, who being by me duly
sworn, says that s/he is the VP 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]

Renee Anne Bakos
Notary Public

My commission expires: 1/31/2017



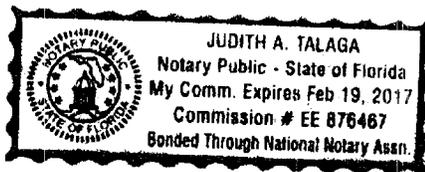
STATE OF FLORIDA
COUNTY OF COLLIER

On this 28th day of MARCH, 2014 before me personally appeared,
WALTER L. BALLARD to me personally known, who being by me duly sworn, says
that ~~he~~ ^{PARTNERSHIP} is the MEMBER of PARK SHIRE EQUESTRIAN, a(n) FLORIDA
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]

Judith A. Talaga
Notary Public

My commission expires: Feb. 19th, 2017



SCHEDULE A

Description of Railcars

Forty-eight (48) 7000 c.f., 100-ton woodchip hopper railcars built originally between 1971 and 1981. All railcars built in June, 1974 or earlier are "50 year" railcars, having received extended life ("EXS"). Reporting marks and numbers are as follows:

No.	Railcar marks and numbers	Date built
1.	MWCX 700000	07/71
2.	MWCX 700001	12/72
3.	MWCX 700002	11/81
4.	MWCX 700003	04/81
5.	MWCX 700004	12/72
6.	MWCX 700005	12/72
7.	MWCX 700006	12/72
8.	MWCX 700007	05/81
9.	MWCX 700008	12/72
10.	MWCX 700009	09/71
11.	MWCX 700010	01/77
12.	MWCX 700011	01/77
13.	MWCX 700012	01/77
14.	MWCX 700013	09/71
15.	MWCX 700014	08/71
16.	MWCX 700015	01/77
17.	MWCX 700016	01/77
18.	MWCX 700017	12/72
19.	MWCX 700018	08/75
20.	MWCX 700019	01/77
21.	MWCX 700020	11/81
22.	MWCX 700021	08/75
23.	MWCX 700022	11/76
24.	MWCX 700023	08/75
25.	MWCX 700024	09/74
26.	MWCX 700025	09/74
27.	MWCX 700026	10/74
28.	MWCX 700027	10/74
29.	MWCX 700028	12/74

No.	Ballot marks and numbers	Date built
30.	MWCX 700029	10/74
31.	MWCX 700030	07/74
32.	MWCX 700031	07/75
33.	MWCX 700032	01/77
34.	MWCX 700033	01/77
35.	MWCX 700034	01/77
36.	MWCX 700035	07/81
37.	MWCX 700036	03/81
38.	MWCX 700037	03/81
39.	MWCX 700038	07/74
40.	MWCX 700039	12/72
41.	MWCX 700040	12/72
42.	MWCX 700041	10/71
43.	MWCX 700042	11/81
44.	MWCX 700043	07/71
45.	MWCX 700044	08/71
46.	MWCX 700045	03/72
47.	MWCX 700046	03/72
48.	MWCX 700047	11/76