



RECORDATION # 29316-A FILED

APR 28 '14 -4 04 PM

SURFACE TRANSPORTATION BOARD

April 17, 2014

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, DC 20423-0001

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is one (1) original of a Memorandum of Assignment of Railcar Lease dated as of March 31, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the STB Recordation #29316.

The names and addresses of the parties to the document are as follows:

**Assignor:** Wells Fargo Equipment Finance, Inc. d/b/a  
Midwest Railcar Capital Equipment Company  
733 Marquette Ave., Suite 700  
Minneapolis, MN 55402

**Assignee:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B  
Maryville, IL 62062

A description of the equipment covered by the document follows:

Thirty (30) railcars with reporting marks and numbers as follows:

MCEX 330150 – MCEX 330179, Inclusive

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease

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Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to my attention.

Sincerely,

MIDWEST RAILCAR CORPORATION

A handwritten signature in cursive script that reads "Karyn F. Ward".

Karyn F. Ward  
Assistant Vice-President  
Credit & Contract Administration

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**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of March 31, 2014 is between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to Harsco Minerals International, a Division of Harsco Corporation, as lessee (the "Lessee"), thirty (30) covered hopper railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #2 dated as of January 4, 2010, as extended by that certain Extension No. 1 to Schedule #2 entered into as of December 21, 2011 and effective as of May 1, 2012, each made in connection to that certain Full Service Master Lease Agreement dated as of January 4, 2010, as amended by that certain First Amendment of Full Service Master Lease Agreement dated as of December 21, 2011, each by and between Assignor, as lessor, and Lessee, (collectively, 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 as 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.





Schedule 1

DESCRIPTION OF RAILCARS

Thirty (30) railcars, bearing the following reporting marks and numbers:

MCEX 330150 – MCEX 330179, Inclusive