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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: 48, 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 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 Rayonier Wood Procurement, LLC, as lessee (the "Lessee"), forty-eight (48) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #1 dated 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 (as extended, the "Schedule") to the Full Service Master Lease Agreement dated as of February 1, 2010, as amended by that certain First Amendment of Full Service Master Lease Agreement dated as of March 5, 2013 (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.

PARK SHORE INVESTORS, LP

By: Southern Rail Management, LLC, its general partner

By: Walter Ballard, Jr.
Walter Ballard, Jr.
Member

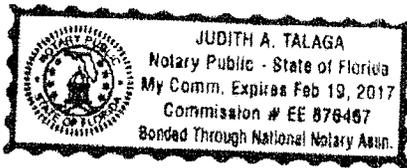
STATE OF Florida)
COUNTY OF Collier) SS:

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.

Judith A. Talaga
Notary Public

My commission expires: Feb. 19, 2017

[Notarial Seal]



Schedule 1

DESCRIPTION OF RAILCARS

Forty-Eight (48) railcars bearing the following reporting marks and numbers:

<u>No.</u>	<u>Railcar marks and numbers</u>
1.	MWCX 700000
2.	MWCX 700001
3.	MWCX 700002
4.	MWCX 700003
5.	MWCX 700004
6.	MWCX 700005
7.	MWCX 700006
8.	MWCX 700007
9.	MWCX 700008
10.	MWCX 700009
11.	MWCX 700010
12.	MWCX 700011
13.	MWCX 700012
14.	MWCX 700013
15.	MWCX 700014
16.	MWCX 700015
17.	MWCX 700016
18.	MWCX 700017
19.	MWCX 700018
20.	MWCX 700019
21.	MWCX 700020
22.	MWCX 700021
23.	MWCX 700022
24.	MWCX 700023
25.	MWCX 700024
26.	MWCX 700025
27.	MWCX 700026
28.	MWCX 700027

No. Railcar marks and numbers

- 29. MWCX 700028
- 30. MWCX 700029
- 31. MWCX 700030
- 32. MWCX 700031
- 33. MWCX 700032
- 34. MWCX 700033
- 35. MWCX 700034
- 36. MWCX 700035
- 37. MWCX 700036
- 38. MWCX 700037
- 39. MWCX 700038
- 40. MWCX 700039
- 41. MWCX 700040
- 42. MWCX 700041
- 43. MWCX 700042
- 44. MWCX 700043
- 45. MWCX 700044
- 46. MWCX 700045
- 47. MWCX 700046
- 48. MWCX 700047