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January 10, 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 Schedule #2 to Full Service Master
Lease Agreement dated 2/8/13

Lessor: Wells Fargo Equipment Finance, Inc. DBA
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: DSM Chemicals North America, Inc.
4751 Best Road, Suite 140
Atlanta, GA 30337

Equipment: 40, Railcars
MCEX 350451-350490

Please record this agreement as a primary document. The filing fee of \$44 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

DSM CHEMICALS NORTH AMERICA, INC.

as Lessee

MEMORANDUM OF SCHEDULE #2
TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of February 8, 2013, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and DSM CHEMICALS NORTH AMERICA, INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated February 8, 2013 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of October 27, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT
COMPANY
Lessor

By: Jacqueline P. McCaw

Printed Name: Jacqueline P. McCaw
Vice President
Loan Administration Manager

Title: _____

DSM CHEMICALS NORTH AMERICA, INC.
Lessee

By: David Quaster

Printed Name: David Quaster

Title: President

John Leonard
John Leonard
VP Demand Supply Chain

Exhibit "A"
Description of Railcars

Forty (40) railcars with the following reporting Marks and Numbers:

<u>Car Mark & Number</u>	<u>Car Mark & Number</u>
MCEX 350451	MCEX 350471
MCEX 350452	MCEX 350472
MCEX 350453	MCEX 350473
MCEX 350454	MCEX 350474
MCEX 350455	MCEX 350475
MCEX 350456	MCEX 350476
MCEX 350457	MCEX 350477
MCEX 350458	MCEX 350478
MCEX 350459	MCEX 350479
MCEX 350460	MCEX 350480
MCEX 350461	MCEX 350481
MCEX 350462	MCEX 350482
MCEX 350463	MCEX 350483
MCEX 350464	MCEX 350484
MCEX 350465	MCEX 350485
MCEX 350466	MCEX 350486
MCEX 350467	MCEX 350487
MCEX 350468	MCEX 350488
MCEX 350469	MCEX 350489
MCEX 350470	MCEX 350490

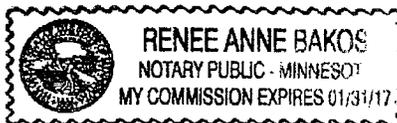
STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 5th day of April, 2013 before me appeared, Jacqueline McLan to me personally known, who being by me duly sworn, says that he is the VP, Loan Admin Mgr of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on April 5th, 2013 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Renee Anne Bakos
Notary Public

My commission expires: 1/31/17



STATE OF Georgia, COUNTY OF Columbia, TO WIT:

On this 12th day of March, 2013 before me appeared, Dave Quetter to me personally known, who being by me duly sworn, says that he is a President, of DSM CHEMICALS NORTH AMERICA, INC., a Delaware Corporation, that said instrument was signed and sealed on 3/12, 2013 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Kevin Stipp
Notary Public

My commission expires: