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June 8, 2010

RECORDATION NO. 29316 FILED

JUN 08 '10 -3 55 PM

**SURFACE TRANSPORTATION BOARD**

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 is 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 Master  
Full Service Railcar Lease dated 1/4/10**

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

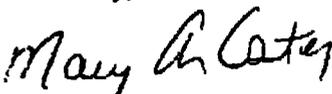
**Lessee: Harsco Minerals International**  
350 Poplar Church Road  
Camp Hill, PA 17011

**Equipment: 30, Railcars**  
MCEX 330150-330179

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

**Summary: Memorandum of Schedule #2 to Master Full Service Railcar Lease dated 1/4/10 between Wells Fargo Equipment Finance, Inc. as Lessor and Harsco Minerals International as Lessee including 30 Railcars, MCEX 330150-330179.**

Sincerely,



Mary Ann Oster  
Research Consultant

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SURFACE TRANSPORTATION BOARD

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

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

between

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

as Lessor

and

**HARSCO MINERALS INTERNATIONAL,  
A DIVISION OF HARSCO CORPORATION**

as Lessee

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

THIS MEMORANDUM OF SCHEDULE #2 TO MASTER FULL SERVICE RAILCAR LEASE is effective as of January 4, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and HARSCO MINERALS INTERNATIONAL, A DIVISION OF HARSCO CORPORATION, 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 January 4, 2010 between Lessor and Lessee to the Master Full Service Railcar Lease dated as of January 4, 2010 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 car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Master Full Service Railcar Lease 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: Julie Milbrath

Printed Name: Julie Milbrath  
Assistant Vice President

Title: \_\_\_\_\_

HARSCO MINERALS INTERNATIONAL,  
A DIVISION OF HARSCO CORPORATION  
Lessee

By: Michael L. Eichelbach

Printed Name: Michael L. Eichelbach

Title: VP Controller

**EXHIBIT A**

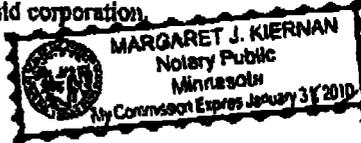
**DESCRIPTION OF RAILCARS**

**Thirty (30) Railcars with the following reporting marks and numbers:**

**MCEX 330150 – MCBX 330179, inclusive**

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 27<sup>th</sup> day of January, 2010 before me appeared, Julie Milbrath to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on January 27, 2010 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]

Margaret J. Kiernan  
Notary Public

My commission expires: 1-31-2010

STATE OF PA, COUNTY OF Cumberland, TO WIT:

On this 20 day of Jan, 2010 before me appeared, Mike Evelhoc, to me personally known, who being by me duly sworn, says that he is a VP + Controller, of HARSCO MINERALS INTERNATIONAL, A DIVISION OF HARSCO CORPORATION, a Delaware Corporation, that said instrument was signed and sealed on Jan 20, 2010 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]

Mindi Young  
Notary Public

My commission expires:

