

OSTER

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September 2, 2010

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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 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 8/26/10

Assignor Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

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

Equipment: 217, 50' 70-ton Boxcars
AOK 13780-13999, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Summary: Memorandum of Assignment of Railcar Lease dated 8/26/10 between Midwest Railcar Corporation as Assignor and Park Shore Investors, LP as Assignee including 217, 50' 70-ton Boxcars marked AOK 13780-13999, NI.

Sincerely,



Mary Ann Oster
Research Consultant

RECORDATION NO. 29454 FILED

SEP 02 '10 -5 0 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of August 26, 2010 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 The Kansas City Southern Railway Company, as lessee (the "Lessee"), two hundred seventeen (217) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No. 3 dated as of March 1, 2006, to that certain Lease Agreement dated as of June 11, 1999, by and between Assignor, as lessor, and Lessee, as 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 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.

DESCRIPTION OF RAILCARS

Two hundred seventeen (217) 50 foot, 70-ton boxcars, each built in 1980 and bearing the following reporting marks and numbers:

AOK 13780 through AOK 13999, excluding AOK 13821, AOK 13829 and AOK 13992