

OSTER RESEARCHING SERVICES

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RECORDATION NO. 30106 - A FILED

FEB 24 '12 -11 26 AM

SURFACE TRANSPORTATION BOARD

February 24, 2012

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 2/16/12

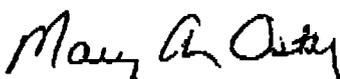
Assignor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Assignee: Venetian Rail Partners, LP
523 Turtle Hatch Lane
Naples, FL 34103

Equipment: 99, Railcars
HWCX 300020-300147, NI

Please record this agreement as a secondary document to STB Recordation # _____.
The filing fee of \$41 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

RECORDATION NO. 36106-^A FILED

FEB 24 '12 -11 26 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of February 16, 2012 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and VENETIAN RAIL PARTNERS, LP (the "Assignee").

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

A. The Assignor, as successor lessor, has leased to Halliburton Energy Services, Inc., as lessee (the "Lessee"), ninety-nine (99) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #3 dated as of May 13, 2011, by and between Assignor, as lessor and Lessee, (the "Schedule") to Master Railcar Lease Agreement dated as of November 30, 2010, each 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.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION
as Assignor

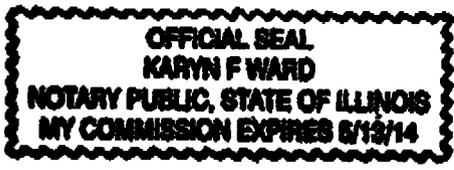
By: *Richard M. Murphy*
Richard M. Murphy
President & CEO

STATE OF ILLINOIS)
COUNTY OF MONROE) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of MONROE this 16th day of February, 2012 by Richard M. Murphy, as President & CEO of Midwest Railcar Corporation, an Illinois corporation.

Karyn F. Ward
Notary Public
My commission expires: 5/13/14

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

VENETIAN RAIL PARTNERS, LP
("Assignee")

By: Walter Ballard, Jr.
Walter Ballard, Jr., Manager
Southern Rail Management, LLC
General Partner

STATE OF Georgia)

COUNTY OF Fulton)

SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Fulton this 30 day of December, 2011 by Walter Ballard, Jr., Manager, Southern Rail Management, LLC, General Partner of Venetian Rail Partners, LP, a Florida Limited Partnership.

[Signature]
Notary Public

My commission expires: 8/10/12

[Notarial Seal]



DESCRIPTION OF RAILCARS

Ninety-Nine (99) 2970-3300 c.f., 100-ton covered hopper railcars bearing the following reporting marks and numbers:

<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>
HWCX300020	HWCX300081	HWCX300115
HWCX300021	HWCX300082	HWCX300116
HWCX300048	HWCX300083	HWCX300117
HWCX300049	HWCX300084	HWCX300118
HWCX300050	HWCX300086	HWCX300119
HWCX300051	HWCX300087	HWCX300120
HWCX300052	HWCX300088	HWCX300121
HWCX300053	HWCX300089	HWCX300122
HWCX300054	HWCX300090	HWCX300123
HWCX300055	HWCX300091	HWCX300124
HWCX300056	HWCX300092	HWCX300125
HWCX300058	HWCX300093	HWCX300126
HWCX300059	HWCX300094	HWCX300127
HWCX300060	HWCX300095	HWCX300128
HWCX300061	HWCX300096	HWCX300129
HWCX300062	HWCX300097	HWCX300130
HWCX300063	HWCX300098	HWCX300131
HWCX300064	HWCX300099	HWCX300132
HWCX300065	HWCX300100	HWCX300133
HWCX300066	HWCX300101	HWCX300134
HWCX300067	HWCX300102	HWCX300135
HWCX300068	HWCX300103	HWCX300136
HWCX300069	HWCX300104	HWCX300137
HWCX300070	HWCX300105	HWCX300138
HWCX300071	HWCX300106	HWCX300139
HWCX300072	HWCX300107	HWCX300140
HWCX300073	HWCX300108	HWCX300141
HWCX300074	HWCX300109	HWCX300142
HWCX300075	HWCX300110	HWCX300143
HWCX300076	HWCX300111	HWCX300144
HWCX300077	HWCX300112	HWCX300145
HWCX300079	HWCX300113	HWCX300146
HWCX300080	HWCX300114	HWCX300147