

**OSTER**  
**Researching Services**

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August 30, 2010

RECORDATION NO. 29445-A FILED

AUG 30 '10 -10 0 0 AM

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

**SURFACE TRANSPORTATION BOARD**

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 Agreement 8/26/10**

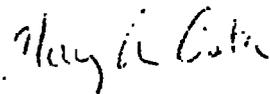
**Assignee:** Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Minneapolis, MN 55402

**Assignor:** 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 secondary document to STB Recordation # 29445. The filing fee of \$41 is enclosed. Summary: Memorandum of Assignment Agreement dated 8/26/10 between Wells Fargo Equipment Finance, Inc. as Assignee and Park Shore Investors, LP as Assignor including 217, 50' 70-ton Boxcars marked AOK 13780-13999, NI.

Sincerely,



Mary Ann Oster  
Research Consultant

(RECORDATION NO. 29445-A FILED)

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MEMORANDUM OF ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 26<sup>th</sup> day of August, 2010, by and between Park Shore Investors, LP, a Florida limited partnership ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. As security for a certain loan, Assignor has assigned to Assignee that certain Schedule No. 3 dated as of March 1, 2006 to that certain Lease Agreement dated as of June 11, 1999, between Assignor, as Lessor and The Kansas City Southern Railway Company, as Lessee for the railcars bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

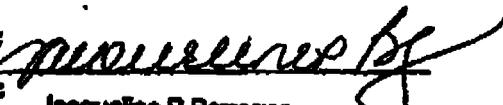
This Memorandum of Assignment may be executed in counterparts, each of which shall be an original, but all of which shall constitute one and the same document and all signatures need not appear on the same page.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of AUGUST 26, 2010.

Park Shore Investors, LP

Wells Fargo Equipment Finance, Inc.

By: Southern Rail Management, LLC, its General Partner

By: 

By:   
Walter L. Ballard, Jr., its Manager

Its: Jacqueline R. Barragan  
Vice President  
Loan Administration Manager

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this 27<sup>th</sup> day of August, 2010 before me personally appeared, Jacqueline Bortega to me personally known, who being by me duly sworn, says that s/he is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]  MARGARET J. KIERNAN  
Notary Public-Minnesota  
My Commission Expires Jan 31, 2015

*Margaret J. Kiernan*  
Notary Public

My commission expires: 1-31-2015

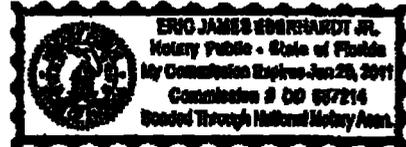
STATE OF FLORIDA  
COUNTY OF COLLIER

On this 26<sup>th</sup> day of AUGUST, 2010 before me personally appeared, WALTER BALEARI to me personally known, who being by me duly sworn, says that s/he is the MANAGER of PAIS SPA & FITNESS, S(1) a LIMITED LIABILITY corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

*[Signature]*  
Notary Public

My commission expires: June 20, 2011



**SCHEDULE A**

**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**