

OSTER RESEARCHING SERVICES

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RECORDATION NO. 29619 FILED

JAN 20 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

January 20, 2011

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 #3 to Full Service
Master Lease Agreement dated 11/30/10

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

Lessee: American Colloid Company
150 West Shure Drive
Arlington Heights, IL 60004

Equipment: 19, Railcars
MCEX 350576-350594
(Previously NAHX Numbers)

Please record this agreement as a primary document. The filing fee of \$41.00 is enclosed.

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**

**MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

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

as Lessor

and

AMERICAN COLLOID COMPANY

as Lessee

MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of November 30, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota Corporation ("Lessor"), and AMERICAN COLLOID COMPANY, 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 #3 dated November 30, 2010 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of April 11, 2007 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 #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 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: Julie Milbrath

Printed Name: Julie Milbrath
Assistant Vice President

Title: _____

Date: 1-19-11

AMERICAN COLLOID COMPANY
Lessee

By: Lloyd F. Love

Printed Name: Lloyd F. Love

Title: Vice President & CEO

Date: December 3, 2010

EXHIBIT A
DESCRIPTION OF RAILCARS

Nineteen (19) railcars with the following reporting marks:

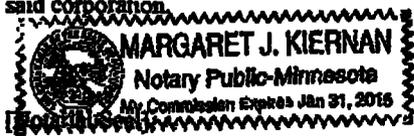
<u>Car Mark & Number</u>
MCEX 350577
MCEX 350578
MCEX 350579
MCEX 350580
MCEX 350582
MCEX 350583
MCEX 350585
MCEX 350588
MCEX 350589
MCEX 350593
NAHX 551685
NAHX 551690
NAHX 551693
NAHX 551696
NAHX 551697
NAHX 551700
NAHX 551701
NAHX 551702
NAHX 551704

Above Cars marked with the NAHX mark will be remarked as follows:

<u>Current Car Mark & Number</u>	<u>New Car Mark & Number</u>
NAHX 551685	MCEX 350576
NAHX 551690	MCEX 350581
NAHX 551693	MCEX 350584
NAHX 551696	MCEX 350586
NAHX 551697	MCEX 350587
NAHX 551700	MCEX 350590
NAHX 551701	MCEX 350591
NAHX 551702	MCEX 350592
NAHX 551704	MCEX 350594

STATE OF Minnesota, COUNTY OF Stimpson, TO WIT:

On this 10th day of June, 2010 before me appeared Judith Erickson to me personally known, who being by me duly sworn, says that he/she is the VP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota Corporation, that said instrument was signed on 1-14-2011, 2010 on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Margaret J. Kiernan
Notary Public

My commission expires:
1-31-2015

STATE OF IL, COUNTY OF COOK, TO WIT:

On this 3rd day of December, 2010 before me appeared, Lloyd Lowe, to me personally known, who being by me duly sworn, says that he is a VP & CTO of AMERICAN COLLOID COMPANY, a Delaware Corporation, that said instrument was signed and sealed on 12/3/2010 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]

Leslie A. Miljan
Notary Public

My commission expires:

