

OSTER RESEARCHING SERVICES

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January 20, 2011

24960-I
 RECORDATION NO. _____ FILED

JAN 20 '11 -11 4 9 AM

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 Assignment of Railcar Lease dated 1/14/11

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

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

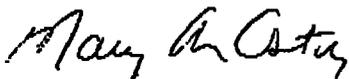
Lessee: ECDC Environmental, LC
 970 E. Murray - Holladay
 Salt Lake City, UT 84117

Equipment: 50, 89' 70-ton Flatcars
 AWXX 20657-20706 aka GBRX 20657-20706

Please record this agreement as a secondary document to STB Recordation #24960. The filing fee of \$41.00 is enclosed.

Thank you.

Sincerely,



Mary Ann Oster
 Research Consultant

RECORDATION NO. 24960 -I
FILED

JAN 20 '11 -11 49 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 January 14, 2011 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignee").

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

A. The Assignor, as successor lessor by way of assignment from Greenbrier Leasing Company, LLC, formerly known as Greenbrier Leasing Corporation, has leased to ECDC Environmental, LC, as lessee (the "Lessee"), fifty (50) 89 foot, 70-ton, Plate F Standard Level Flatcars converted to 110-ton, 286,000 lb. Gross Rail Load, identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider No. 3 dated as of October 15, 2004, as amended by the Amendment to Rider effective December 1, 2010, each by and between Assignor, as successor lessor, and Lessee, as lessee, to the Equipment Lease dated as of March 17, 2004 by and between Assignor, as successor lessor and Lessee (collectively, as amended, 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 as 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.

WELLS FARGO EQUIPMENT FINANCE, INC.
d/b/a MIDWEST RAILCAR CAPITAL
EQUIPMENT COMPANY
("Assignee")

By: *Julie Milloran* (SEAL)
Name: Julie Milloran
Title: Assistant Vice President

STATE OF *Minnesota*)
COUNTY OF *Hennepin*) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of *Hennepin* this *19* day of *Feb*, 2011 by *Julie Milloran*, as an *AVP* of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

Margaret J. Kiernan
Notary Public

My commission expires: *1-31-2015*

[Notarial Seal]



DESCRIPTION OF RAILCARS

Fifty (50) 89-foot, 70-ton, Plate F Standard Level Flatcars converted to 110-ton, 286,000 lb. Gross Rail Load, suitable for loading four 20-foot containers, built in 1974 and 1975 by one or more manufacturers, including Bethlehem, and bearing the following reporting marks and numbers:

Originally identified as bearing reporting marks and numbers AWXX 20657 through AWXX 20706, but currently bearing reporting marks and numbers GBRX 20657 - GBRX 20706, inclusive.