

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt Airy, Maryland 21771
(301) 253-6040
maryannoster@a-comcast.net

September 2, 2011

RECORDATION NO. 24782-A **FILED**

SEP 2 '11 -1 0 3 PM

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

SURFACE TRANSPORTATION BOARD

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 8/31/11

Assignor MWCX Real Estate LLC
4949 Autumn Oaks Drive
Maryville, IL 62062

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

Equipment 13, 7100 cf 100-ton Gondolas
SMIX 9600-9612

Please record this agreement as a secondary document to STB Recoration #24782. The filing fee of \$41 is enclosed Thank you.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

SEP 2 '11 -1 0 3 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 31, 2011 is between MWCX REAL ESTATE, L.L.C (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC (the "Assignee")

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

A The Assignor, as lessor, by way of assignment from Wells Fargo Equipment Finance, Inc., successor in interest to Midwest Railcar Corporation, has leased to Commercial Metals Company, as lessee (the "Lessee"), thirteen (13) 7100 c.f, 100-ton gondola railcars, identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #1 dated as of August 19, 2003, as extended by that certain Extension No. 1 to Schedule #1 dated September 30, 2010 and effective as of January 1, 2011, each by and between Assignor, as lessor, and Lessee, as lessee, to the Master Railcar Lease Agreement dated as of August 19, 2003, as amended by that certain First Amendment of Master Railcar Lease Agreement dated October 13, 2010, each by and between Assignor, as 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

Assignee

By Julie Milbrath (SEAL)

Name: **Julie Milbrath**
Title: **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 2nd day of September 2011 by Julie Milbrath, as an V.P. of WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota corporation

Jeanne E Samuelson
Notary Public

My commission expires 1-31-15

[Notarial Seal]



DESCRIPTION OF RAILCARS

Thirteen (13) 7100 c.f., 100-ton gondola railcars bearing the following reporting marks and numbers:

SMIX 9600-9612, Inclusive