

OSTER RESEARCHING SERVICES

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October 17, 2012

RECORDATION NO. 24960-J FILED
October 17, 2012 10:50 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 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 6/30/09

Assignee: Wells Fargo Bank, N.A.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Assignor: Midwest Railcar Corporation
49494 Autumn Oaks Drive
Maryville, IL 62062

Equipment: 81, 85' 110-ton Flatcars
AWXX 20576-20656, NI

Please record this agreement as a secondary document to STB Recordation #24960. The filing fee of \$42 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 30, 2009 is between MIDWEST RAILCAR CORPORATION (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 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"), eighty-one (81) 85 foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Flatcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider 2 dated as of April 1, 2004, as amended by the Amendment to Rider effective October 10, 2004, each by and between Assignor, as successor lessor, and Lessee, as lessee, and as further amended by Notice and Acknowledgment of Assignment dated June 30, 2009 from Assignor and Assignee to Lessee and Allied Waste Industries, Inc., 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.
("Assignee")

By: *Jacqueline P. Barragan* (SEAL)
Name: Jacqueline P. Barragan
Title: Assistant Vice President

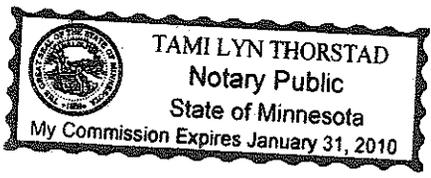
STATE OF Minnesota
) SS:
COUNTY OF Hennepin

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 27th day of July 2009 by Jacqueline P. Barragan, as an Assistant Vice President of WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation.

Jami Lyn Thorstad
Notary Public

My commission expires: 1-31-2010

[Notarial Seal]



DESCRIPTION OF RAILCARS

Eighty-One (81) 85-foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Flatcars equipped to handle four (4) 20 foot containers or two (2) 40 foot containers, each built by Trenton Works in 2003 and bearing the following reporting marks and numbers:

<u>No.</u>	<u>Car Marks and Numbers</u>	<u>No.</u>	<u>Car Marks and Numbers</u>	<u>No.</u>	<u>Car Marks and Numbers</u>
1	AWXX 20576	41	AWXX 20616	81	AWXX 20656
2	AWXX 20577	42	AWXX 20617		
3	AWXX 20578	43	AWXX 20618		
4	AWXX 20579	44	AWXX 20619		
5	AWXX 20580	45	AWXX 20620		
6	AWXX 20581	46	AWXX 20621		
7	AWXX 20582	47	AWXX 20622		
8	AWXX 20583	48	AWXX 20623		
9	AWXX 20584	49	AWXX 20624		
10	AWXX 20585	50	AWXX 20625		
11	AWXX 20586	51	AWXX 20626		
12	AWXX 20587	52	AWXX 20627		
13	AWXX 20588	53	AWXX 20628		
14	AWXX 20589	54	AWXX 20629		
15	AWXX 20590	55	AWXX 20630		
16	AWXX 20591	56	AWXX 20631		
17	AWXX 20592	57	AWXX 20632		
18	AWXX 20593	58	AWXX 20633		
19	AWXX 20594	59	AWXX 20634		
20	AWXX 20595	60	AWXX 20635		
21	AWXX 20596	61	AWXX 20636		
22	AWXX 20597	62	AWXX 20637		
23	AWXX 20598	63	AWXX 20638		
24	AWXX 20599	64	AWXX 20639		
25	AWXX 20600	65	AWXX 20640		
26	AWXX 20601	66	AWXX 20641		
27	AWXX 20602	67	AWXX 20642		
28	AWXX 20603	68	AWXX 20643		
29	AWXX 20604	69	AWXX 20644		
30	AWXX 20605	70	AWXX 20645		
31	AWXX 20606	71	AWXX 20646		
32	AWXX 20607	72	AWXX 20647		
33	AWXX 20608	73	AWXX 20648		
34	AWXX 20609	74	AWXX 20649		
35	AWXX 20610	75	AWXX 20650		
36	AWXX 20611	76	AWXX 20651		
37	AWXX 20612	77	AWXX 20652		
38	AWXX 20613	78	AWXX 20653		
39	AWXX 20614	79	AWXX 20654		
40	AWXX 20615	80	AWXX 20655		