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September 30, 2016

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of September 30, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule # 9 to Full Service Master Lease Agreement previously filed with the Board under Recordation Number 32336.

The names and addresses of the parties to the enclosed document are:

Assignor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
Assignee:	Manufacturers and Traders Trust Company One Fountain Plaza Buffalo, NY 14203

A description of the equipment covered by the enclosed document is:

50 railcars: MWCX 481404 – MWCX 481453, inclusive.

Section Chief  
September 30, 2016  
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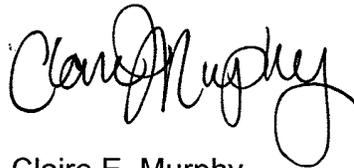
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this “Memorandum”) dated as of September 30, 2016 is between MIDWEST RAILCAR CORPORATION (the “Assignor”) and MANUFACTURERS AND TRADERS TRUST COMPANY (the “Assignee”).

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

A. The Assignor, as lessor, has leased to Perdue Agribusiness LLC (formerly known as Perdue Agribusiness, Inc.), as lessee (the “Lessee”), fifty (50) Covered Hoppers identified on Schedule 1 attached hereto (the “Railcars”) under that certain Schedule #9 dated as of March 12, 2015, as amended by that certain First Amendment of Schedule #9 dated as of September 27, 2016 (as amended, the “Schedule”), each by and between Assignor, as lessor, and Lessee, as lessee, to the Full Service Master Lease Agreement dated as of February 29, 2008, by and between Assignor, as lessor, and Lessee, as lessee (the “Railcar Lease”; the Schedule, together with the Railcar Lease solely as it pertains to the Schedule, 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 has 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.

[signatures appear on following pages]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.*

MIDWEST RAILCAR CORPORATION  
("Assignor")

By: 

Richard M. Folio  
Executive Vice President



DESCRIPTION OF RAILCARS

Fifty (50) railcars bearing the following reporting marks and numbers:

<u>No.</u>	<u>Reporting Marks and Numbers</u>	<u>No.</u>	<u>Reporting Marks and Numbers</u>
1.	MWCX481404	26.	MWCX481429
2.	MWCX481405	27.	MWCX481430
3.	MWCX481406	28.	MWCX481431
4.	MWCX481407	29.	MWCX481432
5.	MWCX481408	30.	MWCX481433
6.	MWCX481409	31.	MWCX481434
7.	MWCX481410	32.	MWCX481435
8.	MWCX481411	33.	MWCX481436
9.	MWCX481412	34.	MWCX481437
10.	MWCX481413	35.	MWCX481438
11.	MWCX481414	36.	MWCX481439
12.	MWCX481415	37.	MWCX481440
13.	MWCX481416	38.	MWCX481441
14.	MWCX481417	39.	MWCX481442
15.	MWCX481418	40.	MWCX481443
16.	MWCX481419	41.	MWCX481444
17.	MWCX481420	42.	MWCX481445
18.	MWCX481421	43.	MWCX481446
19.	MWCX481422	44.	MWCX481447
20.	MWCX481423	45.	MWCX481448
21.	MWCX481424	46.	MWCX481449
22.	MWCX481425	47.	MWCX481450
23.	MWCX481426	48.	MWCX481451
24.	MWCX481427	49.	MWCX481452
25.	MWCX481428	50.	MWCX481453

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2016

  
\_\_\_\_\_  
Claire E. Murphy