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January 24, 2014

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 Partial Assignment of Railcar Lease dated 12/30/13

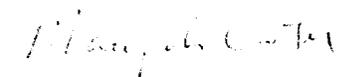
Assignor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

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

Equipment: 222, Covered Hoppers  
CTRN 100767-101000

Please record this agreement as a secondary document to STB Recordation #26579. The filing fee of \$44 is enclosed. Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

**MEMORANDUM OF PARTIAL ASSIGNMENT OF RAILCAR LEASE  
(222 Railcars)  
(SURFACE TRANSPORTATION BOARD)**

This Memorandum Of Partial Assignment Of Railcar Lease (this "Memorandum") dated as of September 30, 2013 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 lessor, has leased to Union Pacific Railroad Company, as lessee (the "Lessee"), railcars identified on Schedule A attached hereto (the "Railcars") under that certain Rider No. 22 dated September 1, 2006 by and between Assignor (as successor-in-interest to Banc of America Leasing & Capital, LLC, successor-by-merger to LaSalle National Leasing Corporation, which was successor-by-assignment from General Electric Railcar Services Corporation) as lessor, and Union Pacific Railroad Company (as successor to Southern Pacific Transportation Company, "Lessee"), as lessee ("Rider No. 22"), which incorporates therein by reference the terms of that certain Rail Car Net Lease Agreement 8068-01 dated as of February 2, 1996, by and between Assignor, as successor lessor, and Lessee, as lessee (collectively with such Rail Car Net Lease Agreement 8068-01, but only as it is incorporated by reference in Rider No. 22, the "Lease") relating to 613 covered hopper railcars.

B. Memorandum of the Lease dated as of September 26, 2006 by and between General Electric Railcar Services Corporation and Lessee was recorded with the Surface Transportation Board (the "STB") under the recordation number 26579 and the Memorandum of Assignment of Lease dated September 28, 2006 from General Electric Railcar Services Corporation to LaSalle National Leasing Corporation was recorded with the STB under recordation number 26607. A Memorandum of Assignment dated as of August 14, 2013 between Assignor and Banc of America Leasing & Capital, LLC was recorded with the STB under recordation numbers 26579-A and 26607-C.

C. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment Specification dated as of even date herewith to that certain Master Purchase Agreement dated as of April 12, 2013 (collectively, the "Purchase Agreement"), pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease solely with respect to 222 out of the 613 covered hopper railcars more specifically described in Schedule A attached hereto and made a part hereof (collectively, the "Railcars"). Assignor retained all rights of "Lessor" under the Lease with respect to the remaining 391 of the 613 covered hopper railcars subject to the Lease. The terms of the assignment are more particularly set forth in the Purchase Agreement.

D. 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.

**Midwest Railcar Corporation**  
as Assignor

By:   
Richard M. Folio  
Executive Vice- President

STATE OF Maryland )  
CITY ) SS:  
COUNTY OF Baltimore )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 20<sup>th</sup> day of September 2013 by Richard M. Folio, as the Executive Vice- President of Midwest Railcar Corporation, an Illinois corporation.

  
Notary Public

My commission expires: 7/8/14  
[Notarial Seal]

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
~~My Commission Expires September 20, 2005~~

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  
as Assignee**

By: Julie Milbrath (SEAL)

Title: **Julie Milbrath  
Vice President**

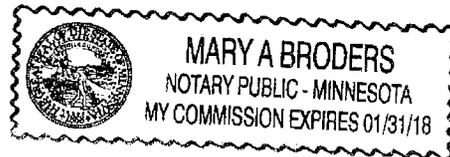
STATE OF MN  
COUNTY OF DAKOTA ) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of DAKOTA this 30 day of SEP, 2012 by Julie Milbrath, as an VP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

My commission expires: 1/31/2018 Mary Broders  
Notary Public

[Notarial

Seal]



**SCHEDULE A  
TO  
MEMORANDUM OF ASSIGNMENT OF LEASE  
DESCRIPTION OF RAILCARS**

222 covered hopper cars bearing the following reporting marks and numbers:

1.	CTRN100767	36.	CTRN100803	71.	CTRN100839
2.	CTRN100768	37.	CTRN100804	72.	CTRN100840
3.	CTRN100769	38.	CTRN100805	73.	CTRN100841
4.	CTRN100770	39.	CTRN100806	74.	CTRN100842
5.	CTRN100771	40.	CTRN100807	75.	CTRN100845
6.	CTRN100773	41.	CTRN100808	76.	CTRN100846
7.	CTRN100774	42.	CTRN100809	77.	CTRN100847
8.	CTRN100775	43.	CTRN100810	78.	CTRN100848
9.	CTRN100776	44.	CTRN100811	79.	CTRN100850
10.	CTRN100777	45.	CTRN100812	80.	CTRN100851
11.	CTRN100778	46.	CTRN100813	81.	CTRN100852
12.	CTRN100779	47.	CTRN100814	82.	CTRN100853
13.	CTRN100780	48.	CTRN100815	83.	CTRN100854
14.	CTRN100781	49.	CTRN100816	84.	CTRN100855
15.	CTRN100782	50.	CTRN100817	85.	CTRN100856
16.	CTRN100783	51.	CTRN100818	86.	CTRN100857
17.	CTRN100784	52.	CTRN100820	87.	CTRN100858
18.	CTRN100785	53.	CTRN100821	88.	CTRN100859
19.	CTRN100786	54.	CTRN100822	89.	CTRN100860
20.	CTRN100787	55.	CTRN100823	90.	CTRN100862
21.	CTRN100788	56.	CTRN100824	91.	CTRN100863
22.	CTRN100789	57.	CTRN100825	92.	CTRN100864
23.	CTRN100790	58.	CTRN100826	93.	CTRN100865
24.	CTRN100791	59.	CTRN100827	94.	CTRN100866
25.	CTRN100792	60.	CTRN100828	95.	CTRN100867
26.	CTRN100793	61.	CTRN100829	96.	CTRN100868
27.	CTRN100794	62.	CTRN100830	97.	CTRN100869
28.	CTRN100795	63.	CTRN100831	98.	CTRN100870
29.	CTRN100796	64.	CTRN100832	99.	CTRN100871
30.	CTRN100797	65.	CTRN100833	100.	CTRN100872
31.	CTRN100798	66.	CTRN100834	101.	CTRN100873
32.	CTRN100799	67.	CTRN100835	102.	CTRN100874
33.	CTRN100800	68.	CTRN100836	103.	CTRN100875
34.	CTRN100801	69.	CTRN100837	104.	CTRN100876
35.	CTRN100802	70.	CTRN100838	105.	CTRN100877

106.	CTRN100878	146.	CTRN100920	186.	CTRN100963
107.	CTRN100879	147.	CTRN100921	187.	CTRN100964
108.	CTRN100881	148.	CTRN100922	188.	CTRN100965
109.	CTRN100882	149.	CTRN100923	189.	CTRN100966
110.	CTRN100883	150.	CTRN100924	190.	CTRN100967
111.	CTRN100884	151.	CTRN100925	191.	CTRN100969
112.	CTRN100885	152.	CTRN100926	192.	CTRN100970
113.	CTRN100886	153.	CTRN100927	193.	CTRN100971
114.	CTRN100887	154.	CTRN100928	194.	CTRN100972
115.	CTRN100888	155.	CTRN100929	195.	CTRN100973
116.	CTRN100889	156.	CTRN100930	196.	CTRN100974
117.	CTRN100890	157.	CTRN100931	197.	CTRN100975
118.	CTRN100891	158.	CTRN100933	198.	CTRN100976
119.	CTRN100892	159.	CTRN100934	199.	CTRN100977
120.	CTRN100893	160.	CTRN100935	200.	CTRN100978
121.	CTRN100894	161.	CTRN100937	201.	CTRN100979
122.	CTRN100895	162.	CTRN100938	202.	CTRN100980
123.	CTRN100896	163.	CTRN100939	203.	CTRN100981
124.	CTRN100897	164.	CTRN100940	204.	CTRN100982
125.	CTRN100898	165.	CTRN100941	205.	CTRN100983
126.	CTRN100899	166.	CTRN100942	206.	CTRN100984
127.	CTRN100900	167.	CTRN100943	207.	CTRN100985
128.	CTRN100901	168.	CTRN100944	208.	CTRN100986
129.	CTRN100902	169.	CTRN100945	209.	CTRN100987
130.	CTRN100903	170.	CTRN100946	210.	CTRN100988
131.	CTRN100904	171.	CTRN100947	211.	CTRN100989
132.	CTRN100905	172.	CTRN100948	212.	CTRN100990
133.	CTRN100906	173.	CTRN100949	213.	CTRN100991
134.	CTRN100907	174.	CTRN100950	214.	CTRN100992
135.	CTRN100908	175.	CTRN100951	215.	CTRN100993
136.	CTRN100909	176.	CTRN100952	216.	CTRN100994
137.	CTRN100911	177.	CTRN100953	217.	CTRN100995
138.	CTRN100912	178.	CTRN100954	218.	CTRN100996
139.	CTRN100913	179.	CTRN100955	219.	CTRN100997
140.	CTRN100914	180.	CTRN100956	220.	CTRN100998
141.	CTRN100915	181.	CTRN100957	221.	CTRN100999
142.	CTRN100916	182.	CTRN100958	222.	CTRN101000
143.	CTRN100917	183.	CTRN100960		
144.	CTRN100918	184.	CTRN100961		
145.	CTRN100919	185.	CTRN100962		