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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

September 2, 2014

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 Leases, dated as of August 29, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Numbers 24960-I, 25961, 26210, 26211, 26235, 26579-B, 26607-D, 26676-D, 27215, 27431, 27534, 27747, 28077, 28967, 29301, 29315, 29389, 29569, 29592, 29604, 29626, 29699, 29705, 29814, 29896, 29898, 30005, 30028, 30031, 30217, 30244, 30314, 30315, 30316, 30522, 30624, 30726, 30819, 30864, 30867, 30870, 30992, 30993, 31040, 31049, 31084 and 31229.

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

Assignor: Wells Fargo Equipment Finance, Inc., d/b/a  
Midwest Railcar Capital Equipment Company  
4949 Autumn Oaks Drive  
Maryville, IL 62062

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

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

All railcars covered by the following documents: 24960-I, 25961, 26210, 26211, 26235, 26579-B, 26607-D, 26676-D, 27215, 27431, 27534, 27747, 28077, 28967, 29301, 29315, 29389, 29569, 29592, 29604, 29626, 29699, 29705, 29814, 29896, 29898, 30005, 30028, 30031, 30217, 30244, 30314, 30315, 30316, 30522, 30624, 30726, 30819, 30864, 30867, 30870, 30992, 30993, 31040, 31049, 31084 and 31229.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Leases.

Also enclosed is a check in the amount of \$43.00 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 'E. Luria', with a long horizontal stroke extending to the right.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASES**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF LEASES (this "Memorandum of Assignment") dated as of August 29, 2014 is between WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY ("Assignor") and MIDWEST RAILCAR CORPORATION ("Assignee").

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

A. Assignor and certain lessees are parties to certain separate lease transactions under which Assignor, as lessor, is leasing certain railcars it owns to the respective lessees (collectively, the "Leases").

B. Pursuant to that certain Assignment of Lessor's Interest in Lease Documents and that certain Assignment of Lessor's Interest in Lease, each dated the date hereof and each by and between Assignor and Assignee (collectively, the "Assignment of Leases"), Assignor assigned to Assignee all of Assignor's right, title and interest in and to the Leases and other documents related thereto and (to the extent arising on or after the date hereof) Seller's obligations thereunder, as more specifically described in the Assignment of Leases.

C. Memoranda of the Leases were recorded with the Surface Transportation Board under the following recordation numbers:

27534  
28967  
30244  
29626  
26235  
26210  
26211  
29896  
29699  
30217  
30624  
28077  
29301  
29814  
25961  
27431; 31049  
29569  
24960-I  
29705

29389  
27747  
30031  
30028  
26676-D  
29315  
30867  
30870  
30005  
31040  
31229  
29604  
29898  
29592  
30314  
30315  
30316  
30864; 30819  
27215  
30522  
30726  
26607-D; 26579-B; 31084  
30992  
30993

D. The parties hereto wish to show for public record the assignment of the lessor's interest in the Leases by Assignor to Assignee pursuant to the Assignment of Leases by the filing of this Memorandum of Assignment and accordingly have caused this Memorandum of Assignment to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum of Assignment 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.





CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/2/14

Edward M Luria  
Edward M. Luria