



RECORDATION NO. 27363-A

JUN 02 '14 10 26 AM

SURFACE TRANSPORTATION BOARD

May 19, 2014



Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, DC 20423-0001

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is one (1) original of a Memorandum of Assignment of Railcar Lease dated as of May 9, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the STB Recordation #27363.

The names and addresses of the parties to the document are as follows:

**Assignor:** Wells Fargo Equipment Finance, Inc. d/b/a  
Midwest Railcar Capital Equipment Company  
733 Marquette Ave., Suite 700  
Minneapolis, MN 55402

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

A description of the equipment covered by the document follows:

Twenty-Three (23) railcars with reporting marks and numbers as follows:

MCEX 350595 – MCEX 350617, Inclusive

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

Memorandum of Assignment of Railcar Lease

Chief, Section of Administration  
May 19, 2014  
Page Two



Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to my attention.

Sincerely,

MIDWEST RAILCAR CORPORATION

A handwritten signature in cursive script that reads "Karyn F. Ward".

Karyn F. Ward  
Assistant Vice-President  
Credit & Contract Administration

JUN 02 '14 -10 26 AM

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

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of May 9, 2014 is between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

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

A. The Assignor, as lessor, has leased to Chevron Oronite LLC, as lessee (the "Lessee"), twenty-three (23) pressure differential covered hopper railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider No. 6 dated as of June 13, 2003, as renewed by that certain Renewal of Rider No. 6 to Car Leasing Agreement dated as of September 22, 2008; as further renewed by that certain Second Renewal of Rider No. 6 to Car Leasing Agreement dated as of July 1, 2011; and as further renewed by that certain Third Renewal of Rider No. 6 to Car Leasing Agreement dated as of April 10, 2014 (collectively, as renewed, the "Rider") which was made in connection to that certain Car Leasing Agreement 8356 02 (renumbered 2253-00-00) dated as of January 8, 1997 (the "Master Lease"), each by and between Assignor, as successor lessor, and Lessee, (the Rider and the Master Lease, solely as it pertains to the Rider, 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.





Schedule 1

DESCRIPTION OF RAILCARS

Twenty-Three (23) railcars, bearing the following reporting marks and numbers:

MCEX 350595 – MCEX 350617, Inclusive