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September 8, 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 Railcar Lease Agreement dated as of 8/29/14

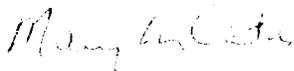
Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

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

Equipment: 24, 5191 cf 110-ton Covered Hoppers
WWLX 961011-961222

Please record this agreement as a primary document. The filing fee of \$43 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant



Memorandum of Railcar Lease Agreement

Wells Fargo Equipment Finance, Inc. | 733 Marquette Avenue, Suite 700 | MAC N9306-070 | Minneapolis, MN 55402

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 29, 2014 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and Midwest Railcar Corporation, a(n) Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of August 29, 2014 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement Nos 68386-409 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Twenty-four (24) 1996 Trinity Industries 5151 c.f. 110 ton covered hoppers with reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: Wells Fargo Equipment Finance, Inc.

Lessee: Midwest Railcar Corporation

By: Renee Bakos

By: _____

Title: Renee Bakos
AVP/Contract Analyst

Title: _____



Memorandum of Railcar Lease Agreement

Wells Fargo Equipment Finance, Inc. | 733 Marquette Avenue, Suite 700 | MAC N9306-070 | Minneapolis, MN 55402

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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: Wells Fargo Equipment Finance, Inc.

By: _____

Title: _____

Lessee (Midwest Railcar Corporation)

By:

Title: Executive Vice President

Schedule A

To Memorandum of Railcar Lease Agreement



Wells Fargo Equipment Finance, Inc. | 733 Marquette Avenue, Suite 700 | MAC N9306-070 | Minneapolis, MN 55402

Supplement to Railcar Lease No. **68386-409** dated August 29, 2014 to
Railcar Master Lease Agreement No. **68386** dated August 29, 2014

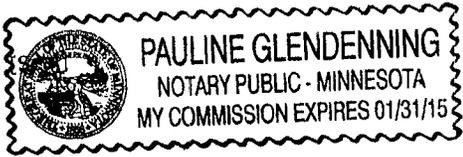
Equipment Location: Gavilon Global Ag Holdings, LLC
11 Conagra Drive
Omaha NE 68102

Twenty-four (24) 1996 Trinity Industries 5191 c.f., 110-ton covered hoppers with the following markings:

WWLX 961011
WWLX 961019
WWLX 961047
WWLX 961051
WWLX 961068
WWLX 961073
WWLX 961075
WWLX 961077
WWLX 961085
WWLX 961086
WWLX 961099
WWLX 961103
WWLX 961113
WWLX 961127
WWLX 961144
WWLX 961146
WWLX 961176
WWLX 961190
WWLX 961195
WWLX 961198
WWLX 961213
WWLX 961218
WWLX 961219
WWLX 961222

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 28th day of August, 2014 before me personally appeared, Renee Bakos to me personally known, who being by me duly sworn, says that s/he is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Pauline A. Glendenning
Notary Public

My commission expires: January 31, 2015

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 200__ before me personally appeared, _____ to me personally known, who being by me duly sworn, says that s/he is the _____ of _____, a(n) _____ corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Notary Public

My commission expires: _____

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this _____ day of _____, 20__ before me personally appeared, _____ to me personally known, who being by me duly sworn, says that s/he is the _____ of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Notary Public

My commission expires: _____

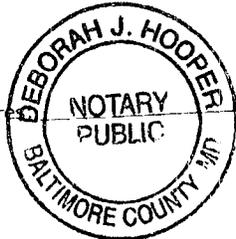
STATE OF Maryland
COUNTY OF Baltimore
city _____

On this 27th day of August, 2014 before me personally appeared, Richard M. Folio to me personally known, who being by me duly sworn, says that s/he is the Executive V.P. of Midwest Railcar Corporation corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Deborah J. Hooper
Notary Public

My commission expires _____



My Commission Expires
07/11/2018