

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040
www.osterresearchingservices.com
maryannoster@comcast.net

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: 40, 5150 cf 100-ton Covered Hoppers
MCEX 350451-350490

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 68386-407 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Forty (40) 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.

By: _____

Title: _____

Renee Bakos

Renee Bakos
AVP/Contract Analyst

Lessee: Midwest Railcar Corporation

By: _____

Title: _____



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 68386-407 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Forty (40) 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.

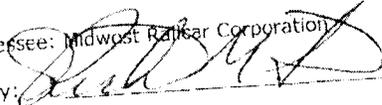
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: Wells Fargo Equipment Finance, Inc.

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. **68386-407** dated August 29, 2014 to
Railcar Master Lease Agreement No. **68386** dated August 29, 2014

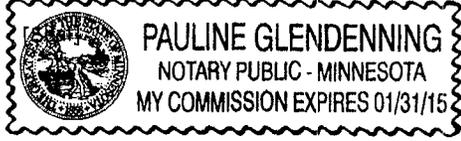
Equipment Location: DSM Chemicals North America, Inc.
1 Columbia Nitrogen Drive
Augusta GA 30901

Forty (40) 5150 c.f., 110-ton, 286,000 lb. gross rail load covered hoppers with the following markings:

MCEX 350451	MCEX 350471
MCEX 350452	MCEX 350472
MCEX 350453	MCEX 350473
MCEX 350454	MCEX 350474
MCEX 350455	MCEX 350475
MCEX 350456	MCEX 350476
MCEX 350457	MCEX 350477
MCEX 350458	MCEX 350478
MCEX 350459	MCEX 350479
MCEX 350460	MCEX 350480
MCEX 350461	MCEX 350481
MCEX 350462	MCEX 350482
MCEX 350463	MCEX 350483
MCEX 350464	MCEX 350484
MCEX 350465	MCEX 350485
MCEX 350466	MCEX 350486
MCEX 350467	MCEX 350487
MCEX 350468	MCEX 350488
MCEX 350469	MCEX 350489
MCEX 350470	MCEX 350490

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: _____

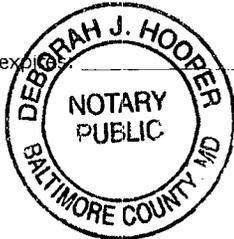
STATE OF Maryland
COUNTY OF Baltimore
city

On this 22th 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 VP. of Midwest Banker Corporation Illinois 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