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May 5, 2015

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:

Amendment to Memorandum of Railcar Lease Agreement dated as of 3/19/15

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

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

Equipment: 100, Railcars  
MWCX 300222-300321

Please record this agreement as a secondary document to STB Recordation #31379. The filing fee of \$43 is enclosed. Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

AMENDMENT TO MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS AMENDMENT TO MEMORANDUM OF RAILCAR LEASE AGREEMENT (the "Amendment") is effective as of March 19, 2015, by and between WELLS FARGO EQUIPMENT FINANCE, INC. ("Lessor") and MIDWEST RAILCAR CORPORATION ("Lessee").

WITNESSETH:

A. Lessee has leased from Lessor eighty-five (85) railcars described in more detail on Exhibit A attached hereto (the "Prior Railcars"), pursuant to that certain Supplement Number 68386-412 (the "Supplement") to that certain Railcar Master Lease Agreement Number 68386 (the "Master Lease Agreement;" collectively with the Supplement to the extent incorporated therein by reference, the "Lease"), each dated as of August 29, 2014 and each by and between Lessor, as lessor, and Lessee, as lessee. The Lease has been recorded with the Surface Transportation Board (the "STB") by the filing of the Memorandum of Railcar Lease Agreement dated as of August 29, 2014 between Lessor and Lessee (the "Memorandum") recorded with the STB on September 8, 2014 under the recordation number 31379.

B. Lessor and Lessee have executed that certain Amendment to Supplement Number 68386-412, Delivery and Acceptance Certificate, and Replacement of Collateral Assignment of Lease dated as of the date hereof by and between Lessor and Lessee (the "Collateral Amendment Agreement") whereby the Prior Railcars were replaced as the equipment subject to the Lease with the one hundred (100) railcars described in Exhibit B hereto (the "Replacement Railcars").

C. Lessor released the Prior Railcars from the lien of Lease and the Memorandum by signing the Full Release dated March 19, 2015 recorded at the STB on March 20, 2015 under the recordation number 31379-A (the "Full Release").

D. Since the Full Release released the Prior Railcars from the lien created by the Memorandum, the parties desire to show for the public record the replacement of the Prior Railcars released by the Full Release with the Replacement Railcars under the Lease pursuant to the terms of the Collateral Amendment Agreement by the filing with the STB of this Amendment.

NOW THEREFORE, Lessee and Lessor, for good and valuable consideration, agree that:

1. The words "Eight-Five (85) Trinity Industries Covered Hopper Railcars" in Section 2 of the Memorandum are hereby deleted and replaced with the words "One-Hundred (100) railcars."
2. Schedule A attached to Memorandum is hereby deleted in its entirety and Schedule A attached hereto is inserted in lieu thereof.
3. Except as amended hereby, the Memorandum remains in full force and effect.

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

WELLS FARGO EQUIPMENT FINANCE, INC.  
Lessor

By: Renee A. Bakos (SEAL)  
Name:  
Title: Renee Bakos  
AVP/Contract Analyst

MIDWEST RAILCAR CORPORATION  
Lessee

By: \_\_\_\_\_  
Richard M. Folio  
Executive Vice President

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

WELLS FARGO EQUIPMENT FINANCE, INC.  
Lessor

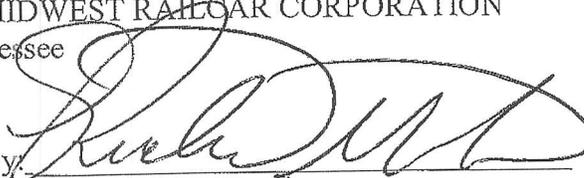
By: \_\_\_\_\_ (SEAL)

Name:

Title:

MIDWEST RAILCAR CORPORATION

Lessee

By: 

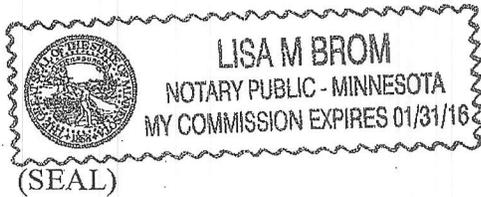
Richard M. Folio

Executive Vice President

STATE OF MN )  
 ) SS  
COUNTY OF Hennepin )

I HEREBY CERTIFY, that on this 21<sup>st</sup> day of April, 2015, before me, personally appeared Renee Bakos, to me personally known, who being by me duly sworn, says that he is an AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and Notarial Seal.



Lisa M Brom  
Notary Public

My Commission Expires: 1/31/16

STATE OF MARYLAND )  
 ) SS  
COUNTY OF BALTIMORE )

On this \_\_\_\_\_ day of April, 2015, before me, a Notary Public of the County and State aforesaid, personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and Notarial Seal.

Notary Public  
My commission expires:

STATE OF \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

I HEREBY CERTIFY, that on this \_\_\_\_ day of April, 2015, before me, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is an \_\_\_\_\_ of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and Notarial Seal.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

STATE OF MARYLAND )  
 ) SS  
COUNTY OF BALTIMORE )

On this 21st day of April, 2015, before me, a Notary Public of the County and State aforesaid, personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and Notarial Seal.

~~HENRY W. WOOD~~  
NOTARY PUBLIC STATE OF MARYLAND

County of Baltimore

My Commission Expires ~~September 20, 2005~~

Notary Public

My commission expires: 7/8/18

*Henry Wood*

Exhibit A  
to Amendment to Memorandum of Railcar Lease Agreement

Prior Railcars

Eighty-Five (85) railcars bearing the following reporting marks and numbers:

No.	Railcar Marks and Numbers						
1.	MCEX350536	24.	MCEX350562	47.	MCEX350500	70.	MCEX350535
2.	MCEX350538	25.	MCEX350563	48.	MCEX350501	71.	MCEX350516
3.	MCEX350539	26.	MCEX350564	49.	MCEX350502	72.	MCEX350517
4.	MCEX350540	27.	MCEX350565	50.	MCEX350503	73.	MCEX350518
5.	MCEX350541	28.	MCEX350566	51.	MCEX350504	74.	MCEX350519
6.	MCEX350542	29.	MCEX350567	52.	MCEX350505	75.	MCEX350520
7.	MCEX350543	30.	MCEX350568	53.	MCEX350506	76.	MCEX350521
8.	MCEX350544	31.	MCEX350569	54.	MCEX350507	77.	MCEX350522
9.	MCEX350545	32.	MCEX350570	55.	MCEX350508	78.	MCEX350523
10.	MCEX350547	33.	MCEX350571	56.	MCEX350509	79.	MCEX350524
11.	MCEX350548	34.	MCEX350572	57.	MCEX350510	80.	MCEX350525
12.	MCEX350549	35.	MCEX350573	58.	MCEX350511	81.	MCEX350526
13.	MCEX350550	36.	MCEX350574	59.	MCEX350512	82.	MCEX350527
14.	MCEX350551	37.	MCEX350575	60.	MCEX350513	83.	MCEX350537
15.	MCEX350552	38.	MCEX350491	61.	MCEX350514	84.	MCEX350546
16.	MCEX350553	39.	MCEX350492	62.	MCEX350515	85.	MCEX350561
17.	MCEX350554	40.	MCEX350493	63.	MCEX350528		
18.	MCEX350555	41.	MCEX350494	64.	MCEX350529		
19.	MCEX350556	42.	MCEX350495	65.	MCEX350530		
20.	MCEX350557	43.	MCEX350496	66.	MCEX350531		
21.	MCEX350558	44.	MCEX350497	67.	MCEX350532		
22.	MCEX350559	45.	MCEX350498	68.	MCEX350533		
23.	MCEX350560	46.	MCEX350499	69.	MCEX350534		

Exhibit B  
to Amendment to Memorandum of Railcar Lease Agreement

Replacement Railcars

One Hundred (100) railcars bearing the following reporting marks and numbers:

MWCX 300222 – 300321, Inclusive

Schedule A  
to Amendment to Memorandum of Railcar Lease Agreement

## 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~~-412 dated August 29, 2014 to  
Railcar Master Lease Agreement No. ~~68386~~ dated August 29, 2014

Equipment Location: Hexion Inc.  
180 East Broad Street  
Columbus, Ohio 43215

One Hundred (100) railcars bearing the following reporting marks and numbers:

MWCX 300222 – 300321, Inclusive