

**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: 50, Railcars  
NAHX 61300-61349

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 No. 68386-400 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Fifty (50) National Steel Freight Cars bearing 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:

Kerrie A. Bakos

Title:

Kerrie 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 No. 68386-400 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Fifty (50) National Steel Freight Cars bearing 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.

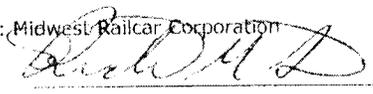
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

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

WELLS  
FARGO

Supplement to Railcar Lease No. **68386-400** dated August 29, 2014 to  
Railcar Master Lease Agreement No. **68386** dated August 29, 2014

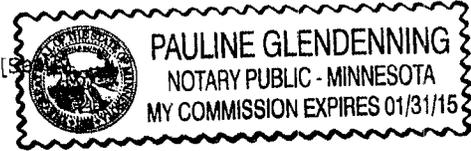
Equipment Location: Agrium U.S. Incorporated  
4582 South Ulster Street  
Denver CO 80237

Fifty (50) National Steel Freight Cars bearing marks:

NAHX 61300	NAHX 61326
NAHX 61301	NAHX 61327
NAHX 61302	NAHX 61328
NAHX 61303	NAHX 61329
NAHX 61304	NAHX 61330
NAHX 61305	NAHX 61331
NAHX 61306	NAHX 61332
NAHX 61307	NAHX 61333
NAHX 61308	NAHX 61334
NAHX 61309	NAHX 61335
NAHX 61310	NAHX 61336
NAHX 61311	NAHX 61337
NAHX 61312	NAHX 61338
NAHX 61313	NAHX 61339
NAHX 61314	NAHX 61340
NAHX 61315	NAHX 61341
NAHX 61316	NAHX 61342
NAHX 61317	NAHX 61343
NAHX 61318	NAHX 61344
NAHX 61319	NAHX 61345
NAHX 61320	NAHX 61346
NAHX 61321	NAHX 61347
NAHX 61322	NAHX 61348
NAHX 61323	NAHX 61349
NAHX 61324	
NAHX 61325	

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this 28<sup>th</sup> 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: \_\_\_\_\_

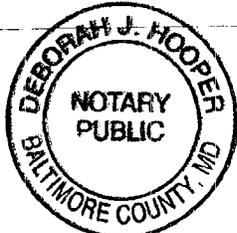
STATE OF Maryland  
COUNTY OF Baltimore  
city

On this 27<sup>th</sup> day of August, 2014 before me personally appeared, Richard M. Edio to me personally known, who being by me duly sworn, says that s/he is the Executive V.P. of Midwest Rail 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