

**OSTER****Researching Services**

12897 Colonial Drive • Mt. Airy, MD 21771

Office/Fax: 301-253-6040

maryannoster@comcast.net

March 28, 2008

RECORDATION NO. 27431-A FILED

MAR 28 '08 -12 49 PM

SURFACE TRANSPORTATION BOARD

Anne Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 11/28/06 involving the following parties and railroad equipment:

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

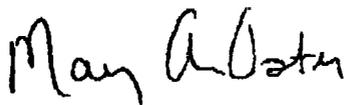
**Assignee:** Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue So.  
Minneapolis, MN 55402

**Equipment:** 40, 5150 cf Covered Hoppers  
MCEX 350451-350490  
Previously MWCX 480206-480245

Please record this agreement as a secondary document to STB Recordation # \_\_\_\_\_.  
The filing fee of \$35 is enclosed.

**Summary:** Memorandum of Assignment Agreement dated 11/28/06 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 40 Covered Hoppers, MWCX 480206-480245, previously MCEX 350451-350490.

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosure

FROM :

FAX NO. :

Mar. 29 2008 12:27AM PB

RECORDATION NO.

27431-A  
RUD



Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

MAR 28 '08

-12 4 9 PM

**Memorandum of Assignment Agreement**

**SURFACE TRANSPORTATION BOARD**

*This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 28<sup>th</sup> day of November, 2008, by and between Midwest Railcar Corporation, an Illinois corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").*

**WITNESSETH**

1. Assignor has agreed to assign to Assignee that certain Schedule No. 1 made as of October 27, 2006 to Full Service Master Lease Agreement dated October 27, 2006, between Assignor, as Lessor and Louis Dreyfus Corporation, as Lessee for the forty (40) 5150 c.f., 100-ton, 286,000 lb gross rail load covered hoppers bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of October 28, 2006.

Wells Fargo Equipment Finance, Inc.

Midwest Railcar Corporation

By: [Signature]

By: [Signature]

Title: [Signature]

Title: President & CEO

**SCHEDULE #1****Appendix A****Description of Cars**

Up to Forty (40) 5150 c.f., 110-ton, 286,000 lb. gross rail load covered hoppers originally built by Thrall in 1994 with the following reporting marks and numbers:

<b>Current Car Number</b>	<b>Prior Car Number</b>	<b>Current Car Number</b>	<b>Prior Car Number</b>
MCEX350451	MWCX480206	MCEX350471	MWCX480212
MCEX350452	MWCX480207	MCEX350472	MWCX480213
MCEX350453	MWCX480232	MCEX350473	MWCX480214
MCEX350454	MWCX480233	MCEX350474	MWCX480215
MCEX350455	MWCX480234	MCEX350475	MWCX480216
MCEX350456	MWCX480235	MCEX350476	MWCX480217
MCEX350457	MWCX480236	MCEX350477	MWCX480218
MCEX350458	MWCX480237	MCEX350478	MWCX480219
MCEX350459	MWCX480238	MCEX350479	MWCX480220
MCEX350460	MWCX480239	MCEX350480	MWCX480221
MCEX350461	MWCX480240	MCEX350481	MWCX480222
MCEX350462	MWCX480241	MCEX350482	MWCX480223
MCEX350463	MWCX480242	MCEX350483	MWCX480224
MCEX350464	MWCX480243	MCEX350484	MWCX480225
MCEX350465	MWCX480244	MCEX350485	MWCX480226
MCEX350466	MWCX480245	MCEX350486	MWCX480227
MCEX350467	MWCX480208	MCEX350487	MWCX480228
MCEX350468	MWCX480209	MCEX350488	MWCX480229
MCEX350469	MWCX480210	MCEX350489	MWCX480230
MCEX350470	MWCX480211	MCEX350490	MWCX480231

Prior to delivery to Lessee, each Car will:

- 1) be repaired to all AAR and FRA specifications;
- 2) be free of all material and debris and suitable for loading;
- 3) have properly functioning discharge gates and hatches that shall seal properly;

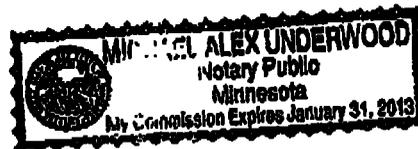
STATE OF Minnesota  
COUNTY OF Hennepin

On this 27<sup>th</sup> day of March, <sup>2008</sup> 2006, before me, a Notary Public of the City and State aforesaid, personally appeared Jacqueline Carrigan to me personally known, who being by me duly sworn, says that he is the AVP of Wells Fargo Equipment Finance corporation, the foregoing instrument was signed 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.

Michael Alex Underwood  
Notary Public

My commission expires: 1/31/13



STATE OF MN  
COUNTY OF Sakawone

On this 28 day of Nov, 2006, before me a Notary Public of the City and State aforesaid, personally appeared Richard Murphy to me personally known who being by me duly sworn, says that (he/she) is a President of Midwest Railcar Corp that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

David L. Smith  
Notary Public

(Seal)

My commission expires: 1-31-11

