

OSTER**Researching Services**

12897 Colonial Drive • Mt. Airy, MD 21771
Office/Fax: 301-253-6040
maryannoster@comcast.net

October 2, 2009

RECORDATION NO. 28051 FILED

OCT 02 '09 -11 30 AM

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

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 9/25/09 including the following parties and railroad equipment:

Lessor: Wells Fargo Equipment Finance, Inc.
Investors Building, #700
733 Marquette Avenue South
Minneapolis, MN 55402

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

Equipment: 48, Used 4750 cf Covered Hoppers
MWCX 461835-461882
Previously GACX 004212-10935, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Summary: Memorandum of Railcar Lease Agreement dated 9/25/09 between Wells Fargo Equipment Finance, Inc. as Lessor and Midwest Railcar Corporation including 48 railcars.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

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Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Avenue South
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

Memorandum of Railcar Lease Agreement

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 25, 2009 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 September 25, 2009 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement No(s). 66386-100 dated as of September 25, 2009 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor, Forty-Eight (48) Used 4,750 cu.ft. Unlined Covered Hopper Cars bearing 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: [Signature]
 Name: Gregory Barron
 Title: CEO

By: [Signature]
 Name: Richard M. Murphy
 Title: President FCEC



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

Schedule A
 to Memorandum of
 Railcar Lease Agreement

Lessee: Midwest Railcar Corporation

Equipment originally located at: 1430 Lake Robbins Drive, The Woodlands, TX 77380 and various other locations throughout the continental United States.

Forty-Eight (48) Used 4,750 cu.ft. Unlined Covered Hopper Cars with the following markings:

PRIOR CAR MARK & NUMBER:				NEW CAR MARK & NUMBER:							
1	GACX004212	16	GACX005083	31	GACX005359	1	MVXC461835	16	MVXC461850	31	MVXC461865
2	GACX004218	17	GACX005087	32	GACX005367	2	MVXC461836	17	MVXC461851	32	MVXC461866
3	GACX004224	18	GACX005143	33	GACX005368	3	MVXC461837	18	MVXC461852	33	MVXC461867
4	GACX004228	19	GACX005158	34	GACX005377	4	MVXC461838	19	MVXC461853	34	MVXC461868
5	GACX004230	20	GACX005172	35	GACX005401	5	MVXC461839	20	MVXC461854	35	MVXC461869
6	GACX004255	21	GACX005180	36	GACX005418	6	MVXC461840	21	MVXC461855	36	MVXC461870
7	GACX23246	22	GACX005191	37	GACX005436	7	MVXC461841	22	MVXC461856	37	MVXC461871
8	GACX004960	23	GACX005210	38	GACX010817	8	MVXC461842	23	MVXC461857	38	MVXC461872
9	GACX004962	24	GACX005214	39	GACX010825	9	MVXC461843	24	MVXC461858	39	MVXC461873
10	GACX004963	25	GACX005217	40	GACX010850	10	MVXC461844	25	MVXC461859	40	MVXC461874
11	GACX004967	26	GACX005222	41	GACX010856	11	MVXC461845	26	MVXC461860	41	MVXC461875
12	GACX004973	27	GACX005247	42	GACX010858	12	MVXC461846	27	MVXC461861	42	MVXC461876
13	GACX004976	28	GACX005251	43	GACX010862	13	MVXC461847	28	MVXC461862	43	MVXC461877
14	GACX005059	29	GACX005255	44	GACX010884	14	MVXC461848	29	MVXC461863	44	MVXC461878
15	GACX005074	30	GACX005257	45	GACX010869	15	MVXC461849	30	MVXC461864	45	MVXC461879
				46	GACX010930					46	MVXC461880
				47	GACX010933					47	MVXC461881
				48	GACX010935					48	MVXC461882



STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 30th day of September, 2009 before me personally appeared, Jacqueline Barragan to me, personally known, who being by me duly sworn, says that s/he is the Assistant Vice President 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.

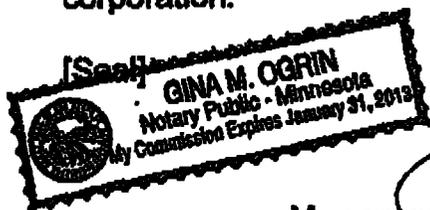


Linda M. Seierstad
Notary Public

My commission expires: 11/31/10

STATE OF Minnesota
COUNTY OF Hennepin

On this 29th day of September, 2009 before me personally appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that s/he is the President & CEO of Midwest Railcar Corp, a(n) 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.



Gina M. Ogrin
Notary Public

My commission expires: January 31, 2013