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SURFACE TRANSPORTATION BOARD

## OSTLER RESEARCHING SERVICES

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October 30, 2009

Ms. 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 of Railcar Lease dated 10/30/09 including the following parties and railroad equipment:

Assignee: Wells Fargo Equipment Finance, Inc.  
dba Midwest Railcar Capital Equipment Company  
Investors Building, #700  
733 Marquette Avenue South  
Minneapolis, MN 55402

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

Equipment: 206, Mill Gondolas  
CTRN 501117-501350

Please record this agreement as a secondary document to STB Recordation #25674. The filing fee of \$41 is enclosed. Thank you.

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Summary: Memorandum of Assignment of Railcar Lease dated 10/30/09 between Wells Fargo Equipment Finance, Inc. dba Midwest Railcar Capital Equipment Co. as Assignee and Midwest Railcar Corporation as Assignor including 206 Mill Gondolas within the series CTRN 501117-501350.

Sincerely,

Mary Ann Oster  
Research Consultant

Enclosure

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**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE TRANSPORTATION BOARD**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of October 30, 2009 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as successor lessor, has leased to Union Pacific Railroad Company (as successor-in-interest to Southern Pacific Transportation Company), as lessee (the "Lessee"), two-hundred and six (206) mill gondola railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider No. 3, Car Set #2 dated as of November 1, 2004 to that certain Rail Car Net Lease Agreement 8068-01 dated as of February 2, 1996, each by and between Assignor, as successor lessor, and Lessee, as successor lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

E. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.





**SCHEDULE I**  
to Memorandum of Assignment of Railcar Lease

**DESCRIPTION OF RAILCARS**

Two-Hundred Six (206) Thrall-built, Mill Gondola Cars bearing the following reporting marks and numbers:

| <u>Car Number</u> |
|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| CTRN501117        | CTRN501153        | CTRN501188        | CTRN501223        | CTRN501259        | CTRN501320        |
| CTRN501118        | CTRN501154        | CTRN501189        | CTRN501224        | CTRN501285        | CTRN501321        |
| CTRN501119        | CTRN501155        | CTRN501190        | CTRN501225        | CTRN501286        | CTRN501322        |
| CTRN501120        | CTRN501156        | CTRN501191        | CTRN501226        | CTRN501287        | CTRN501323        |
| CTRN501121        | CTRN501157        | CTRN501192        | CTRN501227        | CTRN501288        | CTRN501324        |
| CTRN501122        | CTRN501158        | CTRN501193        | CTRN501228        | CTRN501289        | CTRN501325        |
| CTRN501123        | CTRN501159        | CTRN501194        | CTRN501229        | CTRN501290        | CTRN501326        |
| CTRN501124        | CTRN501160        | CTRN501195        | CTRN501230        | CTRN501291        | CTRN501327        |
| CTRN501125        | CTRN501161        | CTRN501196        | CTRN501231        | CTRN501292        | CTRN501328        |
| CTRN501126        | CTRN501162        | CTRN501197        | CTRN501232        | CTRN501293        | CTRN501329        |
| CTRN501127        | CTRN501163        | CTRN501198        | CTRN501233        | CTRN501294        | CTRN501330        |
| CTRN501128        | CTRN501164        | CTRN501199        | CTRN501234        | CTRN501295        | CTRN501331        |
| CTRN501129        | CTRN501165        | CTRN501200        | CTRN501235        | CTRN501296        | CTRN501332        |
| CTRN501130        | CTRN501166        | CTRN501201        | CTRN501236        | CTRN501297        | CTRN501333        |
| CTRN501131        | CTRN501167        | CTRN501202        | CTRN501238        | CTRN501298        | CTRN501334        |
| CTRN501132        | CTRN501168        | CTRN501203        | CTRN501239        | CTRN501299        | CTRN501335        |
| CTRN501133        | CTRN501169        | CTRN501204        | CTRN501240        | CTRN501300        | CTRN501336        |
| CTRN501134        | CTRN501170        | CTRN501205        | CTRN501241        | CTRN501301        | CTRN501337        |
| CTRN501135        | CTRN501171        | CTRN501206        | CTRN501242        | CTRN501302        | CTRN501338        |
| CTRN501136        | CTRN501172        | CTRN501207        | CTRN501243        | CTRN501303        | CTRN501339        |
| CTRN501137        | CTRN501173        | CTRN501208        | CTRN501244        | CTRN501304        | CTRN501340        |
| CTRN501138        | CTRN501174        | CTRN501209        | CTRN501245        | CTRN501305        | CTRN501341        |
| CTRN501139        | CTRN501175        | CTRN501210        | CTRN501246        | CTRN501306        | CTRN501342        |
| CTRN501140        | CTRN501176        | CTRN501211        | CTRN501247        | CTRN501307        | CTRN501343        |
| CTRN501141        | CTRN501177        | CTRN501212        | CTRN501248        | CTRN501308        | CTRN501344        |
| CTRN501142        | CTRN501178        | CTRN501213        | CTRN501249        | CTRN501309        | CTRN501345        |
| CTRN501143        | CTRN501179        | CTRN501214        | CTRN501250        | CTRN501310        | CTRN501346        |
| CTRN501144        | CTRN501180        | CTRN501215        | CTRN501251        | CTRN501311        | CTRN501347        |
| CTRN501145        | CTRN501181        | CTRN501216        | CTRN501252        | CTRN501312        | CTRN501348        |
| CTRN501146        | CTRN501182        | CTRN501217        | CTRN501253        | CTRN501313        | CTRN501349        |
| CTRN501147        | CTRN501183        | CTRN501218        | CTRN501254        | CTRN501314        | CTRN501350        |
| CTRN501148        | CTRN501184        | CTRN501219        | CTRN501255        | CTRN501315        |                   |
| CTRN501149        | CTRN501185        | CTRN501220        | CTRN501256        | CTRN501316        |                   |
| CTRN501150        | CTRN501186        | CTRN501221        | CTRN501257        | CTRN501318        |                   |
| CTRN501152        | CTRN501187        | CTRN501222        | CTRN501258        | CTRN501319        |                   |