

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

RECORDATION NO. 23234-B FILED

NOV 28 '00

8-52 AM

TS

SURFACE TRANSPORTATION BOARD

November 28, 2000

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 10/26/00 between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, #300
Minneapolis, MN 55402

Assignor: Midwest Railcar Corporation
#3 Professional Park Drive, Suite B
Maryville, IL 62062

The equipment involved in this transaction includes:

Equipment: 50, Gondolas
MWCX 100024-100073

Summary to appear in the STB index:

Memorandum of Assignment Agreement 10/26/00 between Wells Fargo Equipment Finance, Inc. and Midwest Railcar Corporation including 50 gondolas, MWCX 100024-100073.

Please record this agreement as a secondary document to STB Recordation # 23234 . The filing fee of \$26 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF
ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 26th day of October, 2000, by and between Midwest Railcar Corporation, an Illinois corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

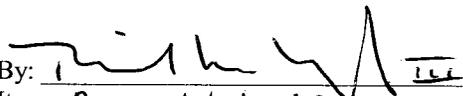
WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated September 5, 2000, between Assignor, as Lessor and Philip Metals, Inc., as Lessee for the Fifty (50) 4250 C.F. Coalveyor Gondolas equipped with top cord modification railcars 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 26, 2000.

MIDWEST RAILCAR CORPORATION

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 
Its: President & CEO

By: 
Its: Contract Analyst

RECORDATION NO. 23234-B FILED

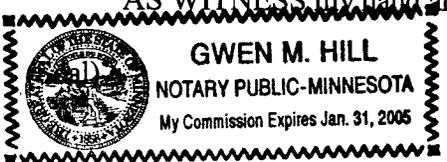
NOV 28 '00 8-52 AM

SURFACE TRANSPORTATION BOARD

STATE OF Minnesota
COUNTY OF Shuburne

On this 2 day of Nov., 2000, 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 is the President of Midwest Ranka Corp., an Illinois 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



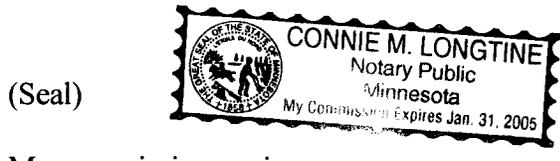
Gwen M. Hill
Notary Public

My commission expires: 1-31-05

STATE OF _____
COUNTY OF _____

On this 17th day of November, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Jacqueline P. Barragan, to me personally known, who being by me duly sworn, says that he is a Contract Analyst of Wells Fargo Equipment Finance, Inc. that foregoing instrument is 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



C Longtine
Notary Public

My commission expires:

Contract Number 68386-700 dated as of October 26, 2000

Debtor: Midwest Railcar Corporation

Description: Fifty (50) 1980 Rotary Single Tub Steel Gondola Railcars
 MWCX 100024 – 100073

MWCX100024	MWCX 100034	MWCX 100044	MWCX 100054	MWCX 100064
MWCX 100025	MWCX 100035	MWCX 100045	MWCX 100055	MWCX 100065
MWCX 100026	MWCX 100036	MWCX 100046	MWCX 100056	MWCX 100066
MWCX 100027	MWCX 100037	MWCX 100047	MWCX 100057	MWCX 100067
MWCX 100028	MWCX 100038	MWCX 100048	MWCX 100058	MWCX 100068
MWCX 100029	MWCX 100039	MWCX 100049	MWCX 100059	MWCX 100069
MWCX 100030	MWCX 100040	MWCX 100050	MWCX 100060	MWCX 100070
MWCX 100031	MWCX 100041	MWCX 100051	MWCX 100061	MWCX 100071
MWCX 100032	MWCX 100042	MWCX 100052	MWCX 100062	MWCX 100072
MWCX 100033	MWCX 100043	MWCX 100053	MWCX 100063	MWCX 100073

Dated: October 26, 2000

Debtor: Midwest Railcar Corporation

By: [Signature]
 Its: X Pres. & CEO