

RECORDATION NO. 23393-G FILED

APR 4 '01 11-98 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 4, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Amendment to Memorandum of (Collateral) Assignment of Lease and Rents, dated April 2, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of (Collateral) Assignment of Lease and Rents which was filed with the Board under Recordation Number 23393-D.

The names and addresses of the parties to the enclosed document are:

Lender: Deutsche Financial Services Corporation
1181 C Lake Cook Road
Deerfield, Illinois 60015

Borrower: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, Minnesota 55330

A description of the railroad equipment covered by the enclosed document is:

Seven (7) boxcars within the series DME 005627 - DME 005648.

Mr. Vernon Williams
April 4, 2001
Page Two

A short summary of the document to appear in the index is:

Agreement to Memorandum of (Collateral) Assignment
of Lease and Rents, dated April 2, 2001, between Deutsche
Financial Services Corporation, Lender, and Midwest Railcar
Corporation, Borrower.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDED NO. 23393-6 FILED

APR 18 2001 11:38 AM

SURFACE TRANSPORTATION BOARD

AMENDMENT
TO
MEMORANDUM OF (COLLATERAL) ASSIGNMENT
OF LEASES AND RENTS
BETWEEN

DEUTSCHE FINANCIAL SERVICES CORPORATION
("LENDER")

AND

MIDWEST RAILCAR CORPORATION
("BORROWER")

April 24, 2001

This Amendment to Memorandum of Assignment of Lease and Rents ("Amendment to Memorandum") is hereby entered into as of this 21 day of April, 2001 by and between Deutsche Financial Services Corporation, a Nevada Corporation ("Lender"), and Midwest Railcar Corporation, an Illinois corporation ("Borrower") to amend that certain Memorandum of (Collateral) Assignment of Lease and Rents dated February 28, 2001, and recorded with the Surface Transportation Board under Recordation Number 23393-D on March 1, 2001 (the "Memorandum").

WITNESSETH:

The Amendment to Memorandum, and thereby, the assignment set forth therein, is hereby amended to add the Boxcars set forth and as described on the attached Amended Schedule "A", which is made a part hereof, and the Boxcars shall hereafter become subject to the Memorandum and the assignment set forth therein.

Capitalized terms not defined herein shall have the meanings ascribed to them in the Memorandum.

This Amendment to Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Amendment to Memorandum.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

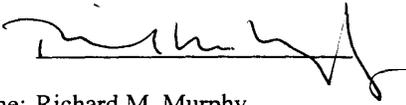
DEUTSCHE FINANCIAL SERVICES CORPORATION
as Lender

By:  _____

Name: Patrick J. Mazzanti

Title: Assistant Vice President

MIDWEST RAILCAR CORPORATION
as Borrower

By:  _____

Name: Richard M. Murphy

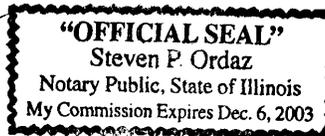
Title: President & CEO

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 3rd day of April, 2001, before me personally appeared Patrick J. Mazzanti, to me personally known, who being by me duly sworn, says that he is the AVP of DEUTSCHE FINANCIAL SERVICES CORPORATION, that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC:

Steven P. Ordaz



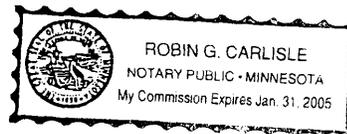
My commission expires: 12/6/03

STATE OF Minnesota)
) ss.
COUNTY OF Shubusse)

On this 2nd day of April, 2001, before me personally appeared Richard M. Murphy, to me personally known, who being by me duly sworn, says that he is the President of Midwest Railcar Corporation, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC:

Robin G. Carlisle



My commission expires: 1-31-05

(AMENDED) SCHEDULE "A"
To Amendment to Memorandum of (Collateral) Assignment of Lease and Rents
SCHEDULE OF BOXCARS*
Full Service Lease # 2000-DME Rider 2
One Page

Car Numbers

DME 005625
DME 005626
DME 005627
DME 005628
DME 005629
DME 005630
DME 005631
DME 005632
DME 005633
DME 005634
DME 005635
DME 005636
DME 005637
DME 005638
DME 005639
DME 005640
DME 005641
DME 005642
DME 005643
DME 005644
DME 005645
DME 005646
DME 005647
DME 005648
DME 005649

* Cars appearing in **bold** type are the Boxcars added by way of the Amendment to Memorandum of (Collateral) Assignment of Lease and Rents, to which this (Amended) Schedule is attached.