

OSTER
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March 25, 2003

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

RECORDATION NO. 24372-A FILED

MAR 25 '03 10:48 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 2/19/03 involving the following parties and railroad equipment:

Assignor: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, MN 55330

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

Equipment: 20, 6007 cf Woodchip Gondolas
MWCX 100182-100201

Please record this agreement as a secondary document to STB Recordation # 24372. The filing fee of \$30 is enclosed.

Summary: Memorandum of Assignment Agreement dated 2/19/03 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 20 Gondolas marked MWCX 100182-100201, a secondary document.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

MEMORANDUM OF
ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 19th day of February, 2003, 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 Rider #1 to Full Service Lease Agreement dated January 31, 2003, between Assignor, as Lessor and Blaine Larsen Farms, Inc., as Lessee for the Twenty (20) Woodchip Gondola 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 February 19, 2003.

Midwest Railcar Corporation
(Assignor)

By: *[Signature]*
Its: ** President SCCO*

Wells Fargo Equipment Finance, Inc.
(Assignee)

By: *[Signature]*
Its: *Contract Admin*

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SURFACE TRANSPORTATION BOARD

**SCHEDULE A TO
MEMORANDUM OF ASSIGNMENT AGREEMENT
DATED AS OF FEBRUARY 19, 2002**

Twenty (20) 6007 c.f. 100-ton Woodchip Gondolas with A/B end doors; AAR Car Type Code E500 with the following Markings:

MWCX100182	MWCX100192
MWCX100183	MWCX100193
MWCX100184	MWCX100194
MWCX100185	MWCX100195
MWCX100186	MWCX100196
MWCX100187	MWCX100197
MWCX100188	MWCX100198
MWCX100189	MWCX100199
MWCX100190	MWCX100200
MWCX100191	MWCX100201

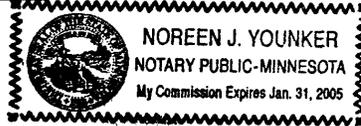
STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 25 day of February, 2003, before me personally appeared,
Conne Longline to me personally known, who being by me
duly sworn, says that s/he is the Contract Admin 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.

[Seal]

Noreen J. Younker
Notary Public

My commission expires: 1-31-2005



STATE OF Minnesota
COUNTY OF Sherburne

On this 24 day of February, 2003 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 Corporation, 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.

[Seal]

David L. Smith
Notary Public

My commission expires: 1-31-06

