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January 5, 2006

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

26101-B
JAN 10 2006
SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 12/22/05 involving the following parties and railroad equipment:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

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

Equipment: 22, 4750 cf Covered Hoppers
MWCX 460181-460202

Please record this agreement as a secondary document to STB Recordation # _____.
The filing fee of \$33 is enclosed.

Summary: Memorandum of Assignment Agreement dated 12/22/05 between Wells Fargo Equipment Finance, Inc. as Assignee and Midwest Railcar Corporation as Assignor including MWCX 460181-460202, a secondary document.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure



Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investor's Building, Suite 700
Minneapolis, MN 55479-2048

Memorandum of Assignment

MEMORANDUM OF ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 22nd day of December, 2005, 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 Schedule #1 made August 4, 2005 under that certain Full Service Master Lease Agreement dated August 4, 2005 between Assignor, as Lessor and Synsil Products, Inc. as Lessee for the Twenty Two (22) Covered Hopper 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 December 22, 2005.

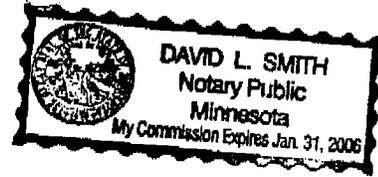
Wells Fargo Equipment Finance, Inc.
By: [Signature]
Its: AVP

Midwest Railcar Corporation
By: [Signature]
Its: President & CEO

REGISTRATION NO. 26101-B

JAN 3 05 11:54 AM

CORPORATION BOARD



STATE OF MN
COUNTY OF Sherburne

On this 23 day of DEC, 2005, 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 & CEO of Midwest Railway Corporation, an IL 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.

Notary Public

My commission expires: 1-31-06

STATE OF Minnesota
COUNTY OF Hennepin

On this 23rd day of December, 2005, before me a Notary Public of the City and State aforesaid, personally appeared Jacqueline P. Bartolotta, to me personally known who being by me duly sworn, says that (he/she) is a AVP 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/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: