

**OSTER****Researching Services**

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RECORDATION NO. 27363 FILED

JAN 31 '08 -5 3 0 PM

SURFACE TRANSPORTATION BOARD

January 31, 2008

Ms. Anne Quinlan  
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 Lease dated 1/31/08 including the following parties and railroad equipment:

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

**Assignee:** Wells Fargo Equipment Finance, Inc.  
dba Midwest Railcar Capital Equipment Company  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

**Equipment:** 23, 5150 cf PD Covered Hoppers  
To be marked: MCEX 350470-350492  
Previously: NAHX 550102-551514, NI

Please record this agreement as a primary document. The filing fee of \$35 is enclosed.  
Summary: Memorandum of Assignment of Lease dated 1/31/08 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 23 Covered Hoppers listed above.

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosure

FROM :

FAX NO. :

Feb. 01 2008 06:07AM PB

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SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF ASSIGNMENT OF LEASE**

between

**MIDWEST RAILCAR CORPORATION  
("ASSIGNOR")**

and

**WELLS FARGO EQUIPMENT FINANCE, INC.  
D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY  
("ASSIGNEE")**

**January 31, 2008**

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**MEMORANDUM OF ASSIGNMENT OF LEASE**

This Memorandum of Assignment of Lease is hereby entered into as of this 31<sup>st</sup> day of January, 2008 by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota corporation ("Assignee"), and Midwest Railcar Corporation, an Illinois corporation ("Assignor").

**WITNESSETH:**

The Assignor hereby sells, assigns, transfers and sets over unto Assignee, all of the Assignor's right, title, interest and obligations in and to the Lease of Twenty-Three (23) 5150 c.f. Pressure Differential Covered Hoppers as evidenced by that certain Rider No. 6 dated June 13, 2003 between Chevron Oronite Company, LLC (as "Lessee") and Assignor (as Lessor, by way of assignment from General Electric Railcar Services Corporation) and any other Exhibits or Schedules thereto (together, the "Lease") and all rents and other sums due thereunder, and all proceeds therefrom with respect to those certain railcars identified on the attached Schedule "A" hereto (the "Railcars"), and all rents, renewal rents, proceeds of settlement for the Railcars which are lost, destroyed or damaged beyond repair and all other sums due and to become due under and pursuant to or by reason of the Lease, including but not limited to, any and all subleases of the Railcars.

Capitalized terms not defined herein shall have the meanings ascribed to them in the Agreement. This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Memorandum of Assignment of Lease.

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.

WELLS FARGO EQUIPMENT FINANCE, INC.  
d/b/a MIDWEST RAILCAR CAPITAL  
EQUIPMENT COMPANY  
as Assignee

MIDWEST RAILCAR CORPORATION  
As Assignor

By: [Signature]  
Name: Requies Baragan  
Title: AVP

By: [Signature]  
Name: Richard M. Murphy  
Title: President & CEO

**SCHEDULE "A"**  
**To Memorandum of Assignment of Lease**

**SCHEDULE OF RAILCARS**

Units of Equipment leased to Chevron Oronite Company, LLC

<u>Unit Count</u>	<u>Prior AAR Reporting Marks</u>
1	NAHX550102
2	NAHX550124
3	NAHX550132
4	NAHX550135
5	NAHX550140
6	NAHX550156
7	NAHX550157
8	NAHX550182
9	NAHX550183
10	NAHX550184
11	NAHX550191
12	NAHX550193
13	NAHX550199
14	NAHX550302
15	NAHX550306
16	NAHX550337
17	NAHX550582
18	NAHX550882
19	NAHX551071
20	NAHX551240
21	NAHX551251
22	NAHX551303
23	NAHX551514

All Cars shall be remarked, at Buyer's expense, to the following reporting marks:

MCEX 350470 – 350492, inclusive

STATE OF Minnesota )  
COUNTY OF Hennepin ) ss.

On this 31<sup>st</sup> day of January 2008, before me personally appeared Jacqueline Barragan of AVP of **WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: [Signature]

My commission expires: 1/31/08

STATE OF Illinois )  
COUNTY OF Madison ) ss.

On this 31<sup>st</sup> day of January 2008, before me personally appeared Richard 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 corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: [Signature]

My commission expires: 6/28/09

