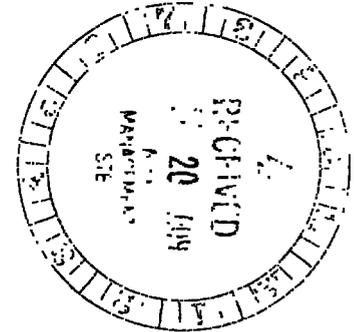


January 22, 2009

Ms. Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of December 12, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #1 to Full Service Master Lease Agreement previously filed with the Board on September 7, 2004 under Recordation No. 25182.

The names and addresses of the parties to the document are as follows:

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

Assignor: Bay Ridge, Inc.
62935 Layton Avenue
Bend, Oregon 97701

A description of the equipment covered by the document follows:

One (1) 50 ft., 100-ton Boxcar with reporting mark and number as follows:

MRMX 150001

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

Memorandum of Assignment of Lease

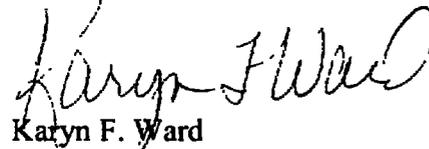
Ms. Anne K. Quinlan
Surface Transportation Board
January 22, 2009
Page Two

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to my attention.

Sincerely,

MIDWEST RAILCAR CORPORATION

A handwritten signature in black ink, appearing to read "Karyn F. Ward". The signature is written in a cursive style with a large, looped initial "K".

Karyn F. Ward

Director-Credit & Contract Administration

FEB 20 '09

2-25 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

between

**BAY RIDGE, INC.
("ASSIGNOR")**

and

**MIDWEST RAILCAR CORPORATION
("ASSIGNEE")**

December 12, 2008

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease is hereby entered into as of this 12th day of December, 2008 by and between Midwest Railcar Corporation, an Illinois corporation ("Assignee"), and Bay Ridge, Inc., an Oregon corporation ("Assignor").

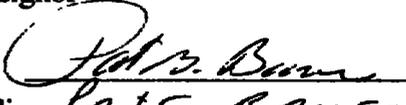
WITNESSETH:

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 one (1) 50ft., 100-ton boxcar built in 1978, as evidenced by that certain Schedule #1 dated effective June 18, 2004 and extended by way of the Lease Extension Certificate effective September 1, 2007 by and between Assignor (as Lessor) and A.J. Hollander Enterprises, Inc. (as Lessee), 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 that certain railcar identified on the attached Schedule "A" hereto (the "Railcar"), and all rents, renewal rents, proceeds of settlement for any Railcar which is 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 Railcar.

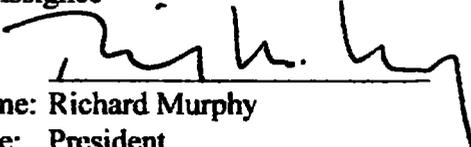
Capitalized terms not defined herein shall have the meanings ascribed to them in the Agreement. This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Memorandum of Assignment of Lease.

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.

BAY RIDGE, INC.
as Assignor

By: 
Name: PAT C. BAUER
Title: Pres.

MIDWEST RAILCAR CORPORATION
as Assignee

By: 
Name: Richard Murphy
Title: President

STATE OF Minnesota)
) ss.
COUNTY OF Wright)

On this 15 day of December 2008, before me personally appeared Patrick Bauer, to me personally known, who being by me duly sworn, says that he is the SEIKER of BAY RIDGE, INC., 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.

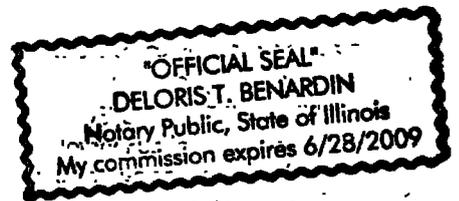
NOTARY PUBLIC: Heidi O. Ostman My commission expires: 1/31/2013

STATE OF Illinois)
) ss.
COUNTY OF Madison)



On this 19 day of December 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 limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Deloris T. Benardin My commission expires: 6/28/09



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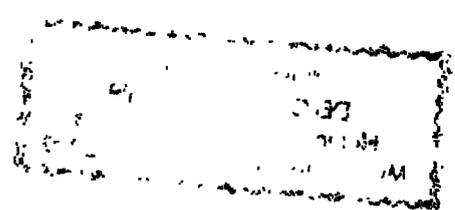
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SCHEDULE "A"

To Memorandum of Assignment of Lease dated December 12, 2008

SCHEDULE OF RAILCARS

One (1) 50ft., 100-ton boxcar originally built in 1978, with 263,000 lb. GRL and bearing the following reporting mark and number:

MRMX 150001