

OSTER

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May 26, 2010

RECORDATION NO. 29306 FILED

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

MAY 26 '10 -5 0 0 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Assignment of Lease dated 5/25/10

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

Assignee: Wells Fargo Equipment Finance, Inc. d/b/a
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Equipment: 90, Covered Hoppers
MCEX 95300-95399
Previously: AGPX 95300-95399

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Assignment of Lease dated 5/25/10 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance, Inc. dba Midwest Railcar Capital Equipment Company as Assignee including 90 Covered Hoppers, MCEX 95300-95399, previously AGPX 95300-95399.

Sincerely,



Mary Ann Oster
Research Consultant

FROM :

FAX NO. :

May. 27 2010 04:40AM P3

RECORDATION NO. 29306 FILED

MAY 26 '10 -5 00 PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

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")**

May 25, 2010

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease is hereby entered into as of this 25th day of May, 2010 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 Ninety (90) Covered Hoppers as evidenced by that certain Schedule #1 dated April 29, 2010 between Ag Processing Inc a Cooperative (as "Lessee") and Assignor (as "Lessor") 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 (individually a "Railcar", collectively, 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.

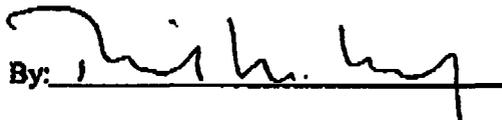
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

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

By: 

Name: Jacqueline R. Barragan
Vice President
Title: Loan Administration Manager

MIDWEST RAILCAR CORPORATION
As Assignor

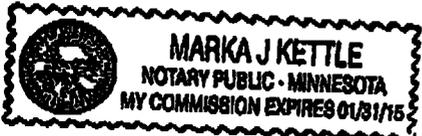
By: 

Name: Richard M. Murphy
Title: President & CEO

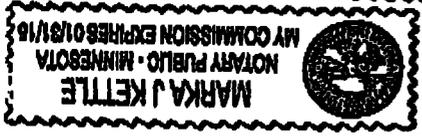
STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

On this 25th day of May 2010, before me personally appeared Jayqueline Barragan to me personally known, who being by me duly sworn, says that he is the V.P. 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: Mark J Kettle



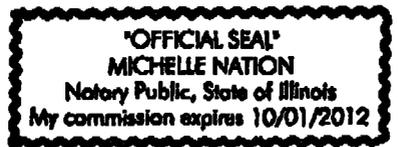
My commission expires: 1/31/2015



STATE OF Illinois)
) ss.
COUNTY OF Madison)

On this 25th day of May 2010, 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: 12.1.2012

SCHEDULE "A"
To Memorandum of Assignment of Lease

SCHEDULE OF RAILCARS

Ninety (90) Covered Hopper railcars with Reporting Marks and Numbers as follows:

<u>Unit Count</u>	<u>Current AAR Reporting Marks</u>	<u>New AAR Reporting Marks</u>	<u>Unit Count</u>	<u>Current AAR Reporting Marks</u>	<u>New AAR Reporting Marks</u>
1	AGPX 95300	MCEX 95300	46	AGPX 95350	MCEX 95350
2	AGPX 95301	MCEX 95301	47	AGPX 95351	MCEX 95351
3	AGPX 95303	MCEX 95303	48	AGPX 95352	MCEX 95352
4	AGPX 95304	MCEX 95304	49	AGPX 95353	MCEX 95353
5	AGPX 95305	MCEX 95305	50	AGPX 95354	MCEX 95354
6	AGPX 95306	MCEX 95306	51	AGPX 95355	MCEX 95355
7	AGPX 95308	MCEX 95308	52	AGPX 95356	MCEX 95356
8	AGPX 95309	MCEX 95309	53	AGPX 95357	MCEX 95357
9	AGPX 95310	MCEX 95310	54	AGPX 95358	MCEX 95358
10	AGPX 95311	MCEX 95311	55	AGPX 95359	MCEX 95359
11	AGPX 95312	MCEX 95312	56	AGPX 95360	MCEX 95360
12	AGPX 95313	MCEX 95313	57	AGPX 95361	MCEX 95361
13	AGPX 95314	MCEX 95314	58	AGPX 95362	MCEX 95362
14	AGPX 95315	MCEX 95315	59	AGPX 95363	MCEX 95363
15	AGPX 95316	MCEX 95316	60	AGPX 95364	MCEX 95364
16	AGPX 95317	MCEX 95317	61	AGPX 95365	MCEX 95365
17	AGPX 95318	MCEX 95318	62	AGPX 95366	MCEX 95366
18	AGPX 95319	MCEX 95319	63	AGPX 95367	MCEX 95367
19	AGPX 95320	MCEX 95320	64	AGPX 95368	MCEX 95368
20	AGPX 95321	MCEX 95321	65	AGPX 95370	MCEX 95370
21	AGPX 95322	MCEX 95322	66	AGPX 95371	MCEX 95371
22	AGPX 95323	MCEX 95323	67	AGPX 95372	MCEX 95372
23	AGPX 95324	MCEX 95324	68	AGPX 95373	MCEX 95373
24	AGPX 95325	MCEX 95325	69	AGPX 95374	MCEX 95374
25	AGPX 95326	MCEX 95326	70	AGPX 95375	MCEX 95375
26	AGPX 95327	MCEX 95327	71	AGPX 95376	MCEX 95376
27	AGPX 95328	MCEX 95328	72	AGPX 95377	MCEX 95377
28	AGPX 95329	MCEX 95329	73	AGPX 95378	MCEX 95378
29	AGPX 95330	MCEX 95330	74	AGPX 95380	MCEX 95380
30	AGPX 95331	MCEX 95331	75	AGPX 95381	MCEX 95381
31	AGPX 95332	MCEX 95332	76	AGPX 95382	MCEX 95382
32	AGPX 95333	MCEX 95333	77	AGPX 95383	MCEX 95383
33	AGPX 95335	MCEX 95335	78	AGPX 95384	MCEX 95384
34	AGPX 95336	MCEX 95336	79	AGPX 95385	MCEX 95385
35	AGPX 95337	MCEX 95337	80	AGPX 95386	MCEX 95386
36	AGPX 95338	MCEX 95338	81	AGPX 95387	MCEX 95387
37	AGPX 95339	MCEX 95339	82	AGPX 95388	MCEX 95388
38	AGPX 95340	MCEX 95340	83	AGPX 95389	MCEX 95389
39	AGPX 95342	MCEX 95342	84	AGPX 95392	MCEX 95392
40	AGPX 95343	MCEX 95343	85	AGPX 95393	MCEX 95393
41	AGPX 95344	MCEX 95344	86	AGPX 95395	MCEX 95395
42	AGPX 95345	MCEX 95345	87	AGPX 95396	MCEX 95396
43	AGPX 95347	MCEX 95347	88	AGPX 95397	MCEX 95397
44	AGPX 95348	MCEX 95348	89	AGPX 95398	MCEX 95398
45	AGPX 95349	MCEX 95349	90	AGPX 95399	MCEX 95399