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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 501
100 BALTIMORE AVENUE
TOWSON, MARYLAND 21286-4022
(202) 408-6532
FAX (410) 352-0888

LOUIS E. GITOMER
LOU_GITOMER@VFRIZON.NET

February 5, 2010

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of January 12, 2010. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under the "A" suffix of the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignee:

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

Assignor:

GATX Corporation
Four Embarcadero Center, Suite 2100
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 100 4,000-ton flat bottom rotary dump gondolas numbered OMNX 901-1000, inclusive.

Ms. Cynthia T. Brown
February 5, 2010
Page 2.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Midwest Railcar Corporation 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062, and GATX Corporation, Four Embarcadero Center, Suite 2100, San Francisco, CA 94111, covering 100 4,000-ton flat bottom rotary dump gondolas numbered OMNX 901-1000, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of January 12, 2010, by and between GATX Corporation, a New York corporation ("Assignor"), and Midwest Railcar Corporation, an Illinois corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Car Net Lease Agreement No. 9261, dated as of October 1, 2008 (the "Master Lease"), and that certain Rider No. 1 to Car Net Lease Agreement No. 9261, dated as of November 1, 2008 (the "Lease") with Omnisource Corporation, as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").

2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of January 12, 2010, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

GATX Corporation,
as Assignor

By: 
Name: Linda Hexem
Title: Vice President and Managing Director,
Structured Finance

Midwest Railcar Corporation,
as Assignee

By: ..
Name: Richard M. Folio
Title: Executive Vice President

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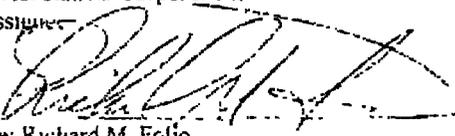
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GATX Corporation,
as Assignor

By: _____
Name: Linda Hexem
Title: Vice President and Managing Director
Structured Finance

Midwest Railcar Corporation,
as Assignee

By: 
Name: Richard M. Folio
Title: Executive Vice President

FORMULA

RAILCARS:

DESCRIPTION OF CARS

4,000 cubic feet 100-ton flat bottom rotary dump gondolas.

QUANTITY

One hundred (100).

CAR NUMBER

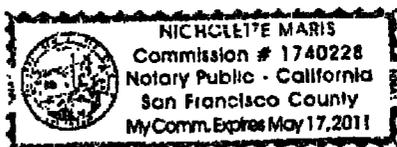
OMNX 901 – 1000 inclusive.

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On January 12, 2010 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



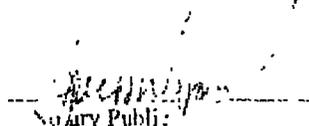
Nicholette Maris

Notary Public
My Commission expires: May 17, 2011

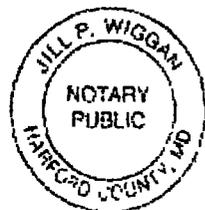
State of Maryland)
 |
City of Baltimore)

On January 11, 2010 before me, Jill P. Wiggan, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

Witness my hand and official seal



Notary Public
My Commission expires 11/03/2013



JILL P. WIGGAN
Notary Public State of Maryland
My Commission Expires 11/03/2013