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DEC 20 '11 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

December 20, 2011

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

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are 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 Railcar Lease dated 12/7/11

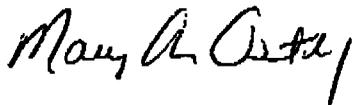
Assignee: Wells Fargo Equipment Finance, Inc. dba Midwest
Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

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

Equipment: 50, VersaFlood Hybrid Triple Hopper Aggregate Cars
MWAX 4401-4450

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

Sincerely,



Mary Ann Oster
Research Consultant

DEC 20 '11 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of December 7, 2011 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as successor lessor, by way of assignment from JAIX Leasing Company has leased to Martin Marietta Materials, Inc., as lessee (the "Lessee"), fifty (50) VersaFlood™ Hybrid Triple Hopper Aggregate cars, identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider 1 dated as of October 25, 2011, by and between Assignor, as lessor, and Lessee, as lessee, to the Railcar Equipment Lease dated as of October 25, 2011 by and between Assignor, as successor lessor and Lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

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

By: *Jacqueline P. Barragan* (SEAL)
Name: Jacqueline P. Barragan
Title: Vice President
Loan Administration Manager

STATE OF Minnesota)
) SS:
COUNTY OF Hennepin)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 15th day of December 2011 by Jacqueline Barragan, as an VP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

Renee Anne Bakos
Notary Public

My commission expires: 1/31/2012

[Notarial Seal]



SCHEDULE I
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Fifty (50) VersaFlood™ Hybrid Triple Hopper Aggregate, 2430 c.f., 286,000 lbs. Gross Rail Load Railcars built in 2011 by FreightCarAmerica, Inc., and bearing the following reporting marks and numbers:

MWAX 4401-MWAX 4450, Inclusive