

RECORDATION NO 17028-M FILED
May 16, 2012 12:35 PM
SURFACE TRANSPORTATION BOARD

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May 16, 2012

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

Dear Section Chief,

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 May 15, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1990-D) and related documents previously filed with the Board under Recordation Number 17028.

The names and addresses of the parties to the enclosed document are:

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
4949 Autumn Oaks Drive
Maryville, IL 62062

Section Chief
May 15, 2012
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A description of the railroad equipment covered by the enclosed document is:

226 gondola railcars: BNSF 699100, BNSF 699101 and within the series BNSF 665000 – BNSF 665237 (not including identified casualties) (previously bearing BN reporting marks and road numbers) as more particularly set forth on the attachment to the document.

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

Memorandum of Assignment of Lease.

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 the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of May 15, 2012 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:

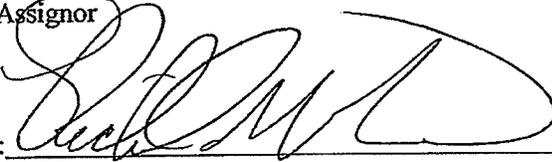
A. The Assignor, as successor lessor, and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as lessee (the "Lessee"), are parties to that certain Equipment Lease Agreement (BN 1990 D) dated as of September 14, 1990, as amended by the Lease Amendment No. 1 (BN 1990 D) dated as of September 28, 1990 between the Assignor, as successor lessor, and the Lessee, as lessee, and by the Omnibus Amendment (BN 1990 D) dated as of September 26, 2007 and the Omnibus Agreement (BN 1990 D) dated as of March 29, 2012, each by and among the Lessee, the Assignor, BN Leasing Corporation, Wilmington Trust Company, as owner trustee, and U.S. Bank National Association, as indenture trustee and pass through trustee (as amended, collectively, the "Lease Agreement"), and Lease Supplement No. 2 dated as of March 27, 2012 to the Lease Agreement between the Assignor, as lessor, and the Lessee, as lessee ("Lease Supplement No. 2"; the Lease Agreement, solely to the extent incorporated by reference into the Lease Supplement No. 2, and the Lease Supplement No. 2, are hereinafter collectively referred to as the "Lease"), pursuant to which the Assignor is leasing 226 railcars more particularly described in Exhibit A hereto. The Lease Agreement was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) under registration number 17028 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

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 the Assignor under the Lease and the other Lease Documents (as defined in therein). 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.

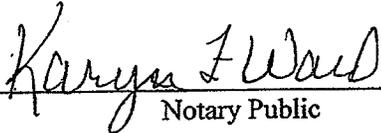
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION
as Assignor

By: 
Richard M. Folio
Executive Vice President

STATE OF Illinois)
COUNTY OF Madison) SS

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 11th day of May, 2012 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.


Notary Public

My commission expires: 5/13/14

[Notarial Seal]



DESCRIPTION OF RAILCARS

Two-hundred twenty-six (226) gondola railcars bearing the following car marks and numbers:

Old Reporting Mark and Road Numbers

BN 533401
BN 533402 through 533635
BN 533636
BN 533637 through 533640

New Reporting Mark and Road Numbers

BNSF 699100
BNSF 665000 through 665233
BNSF 699101
BNSF 665234 through 665237

Omitting the following report marks and numbers:

Old Reporting Mark and Road Numbers

BN 533402
BN 533411
BN 533413
BN 533415
BN 533433
BN 533446
BN 533484
BN 533501
BN 533507
BN 533542
BN 533560
BN 533590
BN 533635

New Reporting Mark and Road Numbers

BNSF 665000
BNSF 665009
BNSF 665011
BNSF 665013
BNSF 665031
BNSF 665044
BNSF 665082
BNSF 665099
BNSF 665105
BNSF 665140
BNSF 665158
BNSF 665188
BNSF 665233

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/16/12

Edward M Luria
Edward M. Luria