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SURFACE TRANSPORTATION BOARD

OSTER RESEARCHING SERVICES

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June 4, 2012

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

Dear Section Chief:

Enclosed for recordation with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the U.S. Code is the following document:

Memorandum of Assignment of Railcar Lease dated 6/1/12

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

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

Equipment: 50, 3250 cf Covered Hoppers
MECX 330652-330701

Please record this agreement as a secondary document to STB Recordation #30244.
The filing fee of \$41 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of ~~May~~^{June} 1, 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 lessor, has leased to Ash Grove Cement Company, as lessee (the "Lessee"), fifty (50) newly built, 3250 c.f. 286K Gross Rail Load, Covered Hoppers, identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #1 dated as of January 31, 2012, as amended by that certain First Amendment of Schedule #1 dated as of ~~May~~^{June} 1, 2012, each by and between Assignor, as lessor, and Lessee, as lessee, to the Full Service Master Lease Agreement dated as of January 31, 2012 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.

DESCRIPTION OF RAILCARS

Fifty (50) newly built, 3250 c.f., 286K GRL, Covered Hoppers, manufactured by Greenbrier in May of 2012 and equipped with Miner gates, and bearing the following reporting marks and numbers:

MCEX 330652 - MCEX 330701, Inclusive