

OSTER RESEARCHING SERVICES

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April 15, 2013

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:

Amendment to Memorandum of Assignment of
Railcar Lease dated 2/15/13

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, Suite 700
Minneapolis, MN 55402

Equipment: 135, 5700 cf Covered Hoppers
Previously: BRKX 058148-059461, NI
NEW: MCEX 350924-351058

Please record this agreement as a secondary document to STB Recordation #30624 . The filing fee of \$42 is enclosed.

Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**AMENDMENT TO MEMORANDUM OF
ASSIGNMENT OF RAILCAR LEASE**

between

MIDWEST RAILCAR CORPORATION

as Assignor

and

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Assignee

AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

THIS AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE is effective as of February 15, 2013, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Assignee"), and, with reference to the following:

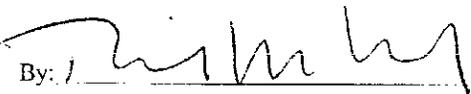
WHEREAS the Assignor and the Assignee entered into that certain Memorandum of Assignment of Railcar Lease dated as of January 31, 2013 and recorded with the Surface Transportation Board on February 5, 2013 under Recordation No. 30624 (the "Memorandum").

Assignor and Assignee hereby agree to amend the Memorandum as follows:

1. The Description of Railcars shall be amended to reflect both the current Reporting Mark and Number and the New Reporting Mark and Number as provided in the attached Schedule I.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Assignment of Railcar Lease to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Assignor

By: 

Printed

Name: Richard M. Murphy

Title: President & CEO

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessee

By: 

Printed

Name: Peter J. Naas

Sr. Contract Administrator

Title: _____

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 15th day of February, 2013 before me appeared Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President & CEO of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed and sealed on February 13, 2013 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karyn F Ward
Notary Public

[Notarial Seal]

My commission expires: 5/13/14



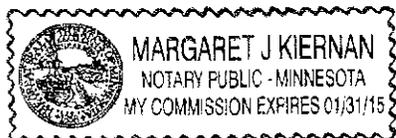
STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 15th day of April, 2013 before me appeared Peter Nans to me personally known, who being by me duly sworn, says that he/she is the Ex. Controller Admin of WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota Corporation, that said instrument was signed on April 15, 2013 on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret J Kiernan
Notary Public

[Notarial Seal]

My commission expires:



Schedule I
Description of Railcars

One-Hundred Thirty-Five (135) 5700 c.f. Covered Hoppers weighing 263,000 lbs gross rail load with the following Reporting Marks and Numbers:

<u>Current Reporting Mark & Number</u>	<u>New Reporting Mark & Number</u>	<u>Current Reporting Mark & Number</u>	<u>New Reporting Mark & Number</u>
BRKX058148	MCEX350924	BRKX059163	MCEX350959
BRKX058153	MCEX350925	BRKX059177	MCEX350960
BRKX058159	MCEX350926	BRKX059185	MCEX350961
BRKX058161	MCEX350927	BRKX059192	MCEX350962
BRKX058166	MCEX350928	BRKX059193	MCEX350963
BRKX058167	MCEX350929	BRKX059194	MCEX350964
BRKX058168	MCEX350930	BRKX059200	MCEX350965
BRKX058171	MCEX350931	BRKX059203	MCEX350966
BRKX058183	MCEX350932	BRKX059210	MCEX350967
BRKX058184	MCEX350933	BRKX059211	MCEX350968
BRKX058195	MCEX350934	BRKX059213	MCEX350969
BRKX058196	MCEX350935	BRKX059217	MCEX350970
BRKX058200	MCEX350936	BRKX059218	MCEX350971
BRKX058228	MCEX350937	BRKX059221	MCEX350972
BRKX058229	MCEX350938	BRKX059223	MCEX350973
BRKX058235	MCEX350939	BRKX059224	MCEX350974
BRKX059102	MCEX350940	BRKX059225	MCEX350975
BRKX059107	MCEX350941	BRKX059232	MCEX350976
BRKX059111	MCEX350942	BRKX059233	MCEX350977
BRKX059115	MCEX350943	BRKX059235	MCEX350978
BRKX059117	MCEX350944	BRKX059237	MCEX350979
BRKX059126	MCEX350945	BRKX059240	MCEX350980
BRKX059129	MCEX350946	BRKX059246	MCEX350981
BRKX059131	MCEX350947	BRKX059248	MCEX350982
BRKX059133	MCEX350948	BRKX059253	MCEX350983
BRKX059139	MCEX350949	BRKX059256	MCEX350984
BRKX059141	MCEX350950	BRKX059262	MCEX350985
BRKX059143	MCEX350951	BRKX059264	MCEX350986
BRKX059146	MCEX350952	BRKX059266	MCEX350987
BRKX059149	MCEX350953	BRKX059270	MCEX350988
BRKX059154	MCEX350954	BRKX059271	MCEX350989
BRKX059155	MCEX350955	BRKX059278	MCEX350990
BRKX059156	MCEX350956	BRKX059279	MCEX350991
BRKX059161	MCEX350957	BRKX059280	MCEX350992
BRKX059162	MCEX350958	BRKX059281	MCEX350993

<u>Current Reporting Mark & Number</u>	<u>New Reporting Mark & Number</u>	<u>Current Reporting Mark & Number</u>	<u>New Reporting Mark & Number</u>
BRKX059283	MCEX350994	BRKX059372	MCEX351029
BRKX059284	MCEX350995	BRKX059373	MCEX351030
BRKX059286	MCEX350996	BRKX059376	MCEX351031
BRKX059290	MCEX350997	BRKX059377	MCEX351032
BRKX059291	MCEX350998	BRKX059378	MCEX351033
BRKX059293	MCEX350999	BRKX059383	MCEX351034
BRKX059295	MCEX351000	BRKX059386	MCEX351035
BRKX059297	MCEX351001	BRKX059389	MCEX351036
BRKX059300	MCEX351002	BRKX059391	MCEX351037
BRKX059303	MCEX351003	BRKX059397	MCEX351038
BRKX059308	MCEX351004	BRKX059398	MCEX351039
BRKX059309	MCEX351005	BRKX059403	MCEX351040
BRKX059311	MCEX351006	BRKX059406	MCEX351041
BRKX059319	MCEX351007	BRKX059414	MCEX351042
BRKX059331	MCEX351008	BRKX059417	MCEX351043
BRKX059332	MCEX351009	BRKX059420	MCEX351044
BRKX059333	MCEX351010	BRKX059422	MCEX351045
BRKX059334	MCEX351011	BRKX059423	MCEX351046
BRKX059335	MCEX351012	BRKX059425	MCEX351047
BRKX059340	MCEX351013	BRKX059429	MCEX351048
BRKX059342	MCEX351014	BRKX059443	MCEX351049
BRKX059345	MCEX351015	BRKX059444	MCEX351050
BRKX059347	MCEX351016	BRKX059448	MCEX351051
BRKX059352	MCEX351017	BRKX059449	MCEX351052
BRKX059353	MCEX351018	BRKX059451	MCEX351053
BRKX059354	MCEX351019	BRKX059453	MCEX351054
BRKX059355	MCEX351020	BRKX059457	MCEX351055
BRKX059360	MCEX351021	BRKX059458	MCEX351056
BRKX059361	MCEX351022	BRKX059460	MCEX351057
BRKX059362	MCEX351023	BRKX059461	MCEX351058
BRKX059363	MCEX351024		
BRKX059366	MCEX351025		
BRKX059367	MCEX351026		
BRKX059368	MCEX351027		
BRKX059369	MCEX351028		