

OSTER

Researching Services

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October 2, 2009

RECORDATION NO. 28052 FILED

OCT 02 '09 -12 12 PM

SURFACE TRANSPORTATION BOARD

Ms. Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 9/25/09 including the following parties and railroad equipment:

Lessor: Wells Fargo Equipment Finance, Inc.
Investors Building, #700
733 Marquette Avenue South
Minneapolis, MN 55402

Lessee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, Illinois 62062

Equipment: 25, Used 4650 cf Covered Hoppers
MWCX 461907-461931
Previously GFSX 000500-00598, NI, 005005

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Summary: Memorandum of Railcar Lease Agreement dated 9/25/09 between Wells Fargo Equipment Finance, Inc. as Lessor and Midwest Railcar Corporation including 25 railcars.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure



Wells Fargo Equipment Finance
 Investors Building, Suite 700
 733 Marquette Avenue South
 Minneapolis, MN 55402

Memorandum of Railcar Lease Agreement

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 25, 2009 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and Midwest Railcar Corporation, a(n) Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of September 25, 2009 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement No(s). 66386-102 dated as of September 25, 2009 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Twenty-Five (25) Used 4,650 cu.ft. Lined Covered Hopper Cars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

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

LESSOR: Wells Fargo Equipment Finance, Inc.

LESSEE: Midwest Railcar Corporation

By: [Signature]
 Name: Jeanelle Hagan
 Title: VP

By: [Signature]
 Name: Richard M. Murphy
 Title: President & CEO

RECORDATION NO. 28652 FILED

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Wells Fargo Equipment Finance
 Investors Building, Suite 700
 733 Marquette Ave So
 Minneapolis, MN 55402

Schedule A
 to Memorandum of
 Railcar Lease Agreement

SURFACE TRANSPORTATION BOARD

Lessee: **Midwest Railcar Corporation**

Equipment originally located at: **100 Mansell E., Suite 300, Roswell, GA 30076 and various other locations throughout the continental United States**

Twenty-Five (25) Used 4,650 cu.ft Lined Covered Hopper Cars with the following markings:

PRIOR CAR MARK & NUMBER:				NEW CAR MARK & NUMBER:			
1	GFSX 000500	16	GFSX 000554	1	MVXC461907	16	MVXC461922
2	GFSX 000502	17	GFSX 000556	2	MVXC461908	17	MVXC461923
3	GFSX 000504	18	GFSX 000558	3	MVXC461909	18	MVXC461924
4	GFSX 000505	19	GFSX 000559	4	MVXC461910	19	MVXC461925
5	GFSX 000506	20	GFSX 000560	5	MVXC461911	20	MVXC461926
6	GFSX 000507	21	GFSX 000567	6	MVXC461912	21	MVXC461927
7	GFSX 000517	22	GFSX 000579	7	MVXC461913	22	MVXC461928
8	GFSX 000519	23	GFSX 000598	8	MVXC461914	23	MVXC461929
9	GFSX 000522	24	GFSX 000598	9	MVXC461915	24	MVXC461930
10	GFSX 000525	25	GFSX 000505	10	MVXC461916	25	MVXC461931
11	GFSX 000529			11	MVXC461917		
12	GFSX 000530			12	MVXC461918		
13	GFSX 000533			13	MVXC461919		
14	GFSX 000534			14	MVXC461920		
15	GFSX 000552			15	MVXC461921		



STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 30th day of September, 2009 before me personally appeared, Jacqueline Barragan to me personally known, who being by me duly sworn, says that s/he is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Linda M. Seierstad
Notary Public

My commission expires: 1-31-10

STATE OF Minnesota
COUNTY OF Hennepin

On this 29th day of September, 2009 before me personally appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that s/he is the President & CEO of Midwest Railcar Corp, a(n) Illinois corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gina M. Ogrin
Notary Public

My commission expires: January 31, 2013