

**OSTER RESEARCHING SERVICES**

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August 1, 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:

Memorandum of Assignment of Railcar Lease dated 7/26/13

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  
Minneapolis, MN 55402

Equipment: 75, 3267 cf 52'6" Mill Gondolas  
OMNX 726-800

Please record this agreement as a primary document. The filing fee of \$42 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 July 26, 2013 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 OmniSource Corporation, as lessee (the "Lessee"), railcars identified on Schedule A attached hereto (the "Railcars") under that certain Schedule #4, dated as of December 21, 2012 (the, as amended by that certain First Amendment of Schedule #4 dated as of July 22, 2013 (the "First Amendment") by and between Assignor, as lessor, and Lessee, as lessee, to the Master Railcar Lease Agreement dated as of December 21, 2012, as amended by the First Amendment by and between Assignor, as lessor and Lessee (collectively, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment Specification dated as of even date herewith to that certain Master Purchase Agreement dated as of April 12, 2013 (collectively, the Purchase Agreement"), pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the Purchase Agreement.

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: [Signature]  
Richard M. Murphy  
President & CEO

STATE OF Illinois )  
COUNTY OF Madison ) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 26<sup>th</sup> day of July, 2013 by Richard M. Murphy, as the President & CEO of Midwest Railcar Corporation, an Illinois corporation.

[Signature]  
Notary Public

My commission expires: 5/13/14  
[Notarial Seal]



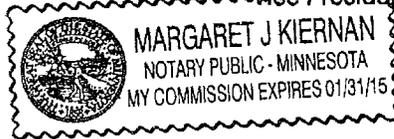
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

**Wells Fargo Equipment Finance, Inc.  
d/b/a Midwest Railcar Capital Equipment Company  
as Assignee**

By: Kathleen Hatella (SEAL)

Name:  
Title: **Kathleen Hatella  
Vice President**

STATE OF MN )  
COUNTY OF Hennepin ) SS:



The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 31<sup>st</sup> day of July, 2013 by Kathleen Hatella, as an VP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

Margaret J. Kiernan  
Notary Public

My commission expires: 1-31-2015

[Notarial Seal]

**SCHEDULE A  
TO  
MEMORANDUM OF ASSIGNMENT OF LEASE  
DESCRIPTION OF RAILCARS**

Seventy-Five (75) 3267 c.f., 52'6", 6'5" sided, 286K GRL Mill Gondolas new manufactured by Greenbrier in June and July of 2013, and bearing the following reporting marks and numbers:

OMNX 726 – OMNX 800, Inclusive