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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: 20, 3267 cf 52'6" Mill Gondolas  
OMNX 801-820

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

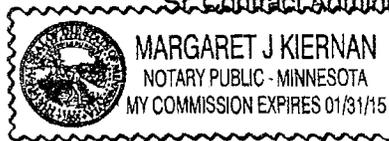


IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

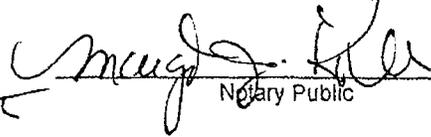
**Wells Fargo Equipment Finance, Inc.**  
**d/b/a Midwest Railcar Capital Equipment Company**  
as Assignee

By:  (SEAL)  
Name: **Peter J. Naas**  
Title: **Sr. Contract Administrator**

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 31st day of July, 2013 by Peter Naas Sr. Contract Adm. as an Sr. Contract of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

My commission expires: 1-31-2015   
Notary Public

[Notarial Seal]

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

Twenty (20) 3267 c.f., 52'6", 6'5" sided, 286K GRL Mill Gondolas new manufactured by Greenbrier in July of 2013, and bearing the following reporting marks and numbers:

OMNX 801 – OMNX 820, Inclusive