

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 12, 2013

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of August 2, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor:	Adler Funding LLC (successor in interest to Babcock & Brown Rail Funding LLC) 4 Embarcadero Center, Suite 2100 San Francisco, California 94111
Assignee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive, Suite B Maryville, Illinois 62062

Chief, Section of Administration
August 12, 2013
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A description of the railroad equipment covered by the enclosed document is:

65 cars: WRWX 014105 - WRWX 014170 (except WRWX 014132).

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of August 2, 2013, by and between Adler Funding LLC, a Delaware limited liability company ("Assignor"), and Midwest Railcar Corporation, an Illinois corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Equipment Lease Agreement dated as of March 23, 2011 (the "Master Lease"), and that certain Schedule No. 1 to Equipment Lease Agreement dated as of March 23, 2011 (as amended or renewed from time to time, the "Lease"), with Wisconsin Central Ltd., as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").

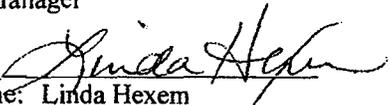
2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of August 2, 2013, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

Adler Funding LLC,
as Assignor

By: GATX Corporation,
its Manager

By: 
Name: Linda Hexem
Title: Vice President and Managing
Director, Structured Finance

Midwest Railcar Corporation,
as Assignee

By: _____
Name: Richard M. Folio
Title: Executive Vice President

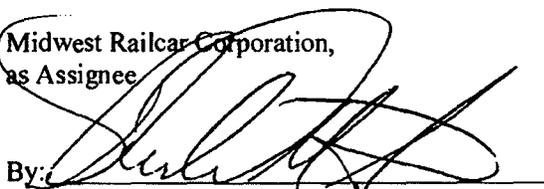
IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

Adler Funding LLC,
as Assignor

By: GATX Corporation,
its Manager

By: _____
Name: _____
Title: _____

Midwest Railcar Corporation,
as Assignee

By: 
Name: Richard M. Folio
Title: Executive Vice President

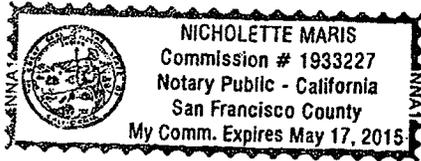
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On July 30, 2013, before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Nicholette Maris
Notary Public
My Commission expires: May 17, 2015



State of Maryland)
City of Baltimore)
County of Baltimore)

On June 7th, 2013 before me, Henryka Grog, Notary Public, personally appeared Ricardo M. Fazio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Henryka Grog
Notary Public
My Commission expires: 7/8/14

HENRYKA W. GRYC Grog
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2006~~
7/8/14

EXHIBIT A

DESCRIPTION OF CARS

50 ft. boxcars with plug doors

QUANTITY

Sixty-five (65)

CAR NUMBER

<u>Car Number</u>	<u>Car Number</u>
1 WRWK014170	34 WRWK014137
2 WRWK014169	35 WRWK014136
3 WRWK014168	36 WRWK014135
4 WRWK014167	37 WRWK014134
5 WRWK014166	38 WRWK014133
6 WRWK014165	39 WRWK014131
7 WRWK014164	40 WRWK014130
8 WRWK014163	41 WRWK014129
9 WRWK014162	42 WRWK014128
10 WRWK014161	43 WRWK014127
11 WRWK014160	44 WRWK014126
12 WRWK014159	45 WRWK014125
13 WRWK014158	46 WRWK014124
14 WRWK014157	47 WRWK014123
15 WRWK014156	48 WRWK014122
16 WRWK014155	49 WRWK014121
17 WRWK014154	50 WRWK014120
18 WRWK014153	51 WRWK014119
19 WRWK014152	52 WRWK014118
20 WRWK014151	53 WRWK014117
21 WRWK014150	54 WRWK014116
22 WRWK014149	55 WRWK014115
23 WRWK014148	56 WRWK014114
24 WRWK014147	57 WRWK014113
25 WRWK014146	58 WRWK014112
26 WRWK014145	59 WRWK014111
27 WRWK014144	60 WRWK014110
28 WRWK014143	61 WRWK014109
29 WRWK014142	62 WRWK014108
30 WRWK014141	63 WRWK014107
31 WRWK014140	64 WRWK014106
32 WRWK014139	65 WRWK014105
33 WRWK014138	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/12/13

Edward M. Luria
Edward M. Luria