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

September 30, 2014

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 of Railcar Lease, dated as of September 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #2 to Master Railcar Lease Agreement being filed with the Board under Recordation Number 31415.

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

Assignor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
Assignee:	BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201 Towson, MD 21204

Chief, Section of Administration
September 30, 2014
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A description of the railroad equipment covered by the enclosed document
is:

100 railcars: MWCX 300694 – MWCX 300793.

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

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized, cursive script.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of September 30, 2014 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to U.S. Silica Company, as lessee (the "Lessee"), one-hundred (100) Covered Hoppers identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #2 dated April 26, 2013, as amended by that certain First Amendment of Schedule #2 dated as of July 10, 2013 and that certain Second Amendment of Schedule #2 entered into and effective as of August 26, 2014, each by and between Assignor, as lessor, and Lessee, as lessee, to the Full Service Master Lease Agreement dated as of June 16, 2004, by and between Assignor, as lessor and Lessee, as lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, 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 above-referenced Assignment of Lessor's Interest in the Lease.

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.

[signatures appear on the following page]

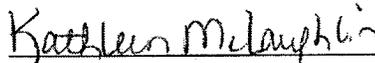
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

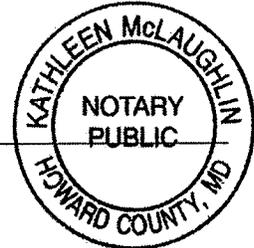
MIDWEST RAILCAR CORPORATION
as Assignor

By: 
Richard M. Folio
Executive Vice President

STATE OF MARYLAND)) SS:
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 24th day of September, 2014 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.


Notary Public



My commission expires: 12/9/17

[Notarial Seal]

DESCRIPTION OF RAILCARS

One-hundred (100) railcars bearing the following reporting marks and numbers:

MWCX 300694 through MWCX 300793, Inclusive

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: 9/30/14

Edward M Luria
Edward M. Luria