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June 18, 2015

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 June 18, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 31098.

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

Assignor:	BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201 Towson, Maryland 21204
Assignee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
[Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, NE 68179]

Section Chief  
June 18, 2015  
Page 2

A description of the equipment covered by the enclosed document is:

193 railcars: NAHX 100207, NAHX 100346, NAHX 100407 and within the series CTRN 100459 – CTRN 100766 as set forth in the attachment to the document. 2 railcars CASUALTIED: CTRN 100472 and CTRN 100645.

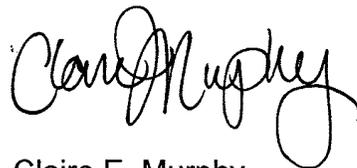
A short summary of the document to appear in the index is:

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 "Claire E. Murphy". The signature is written in a cursive style with a large, looped "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this “Memorandum”) dated as of June 18, 2015 is between BB&T EQUIPMENT FINANCE CORPORATION (the “Assignor”) and MIDWEST RAILCAR CORPORATION (the “Assignee”).

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

A. The Assignor, as lessor, has leased to Union Pacific Railroad Company, as lessee (the “Lessee”), one hundred ninety-three (193) railcars identified on Schedule 1 attached hereto (the “Railcars”) under that certain Schedule #5 dated as of December 16, 2013 by and between Assignor, as lessor, and Lessee, as lessee, to the Master Net Railcar Lease dated as of May 8, 2013 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 of Lessor’s Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as 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.

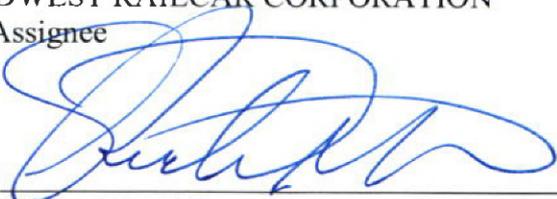
C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signatures appear on the following pages]



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

MIDWEST RAILCAR CORPORATION  
as Assignee

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 16<sup>th</sup> day of June, 2015 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires: ~~September 20, 2005~~  
7/13/18

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

Schedule 1

to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One Hundred Ninety-Three (193) railcars bearing the following reporting marks and numbers:

| Reporting Mark & Number |
|-------------------------|-------------------------|-------------------------|-------------------------|
| CTRN100459              | CTRN100542              | CTRN100637              | CTRN100721              |
| CTRN100462              | CTRN100544              | CTRN100639              | CTRN100722              |
| CTRN100463              | CTRN100547              | CTRN100640              | CTRN100724              |
| CTRN100464              | CTRN100549              | CTRN100643              | CTRN100725              |
| CTRN100465              | CTRN100551              |                         | CTRN100726              |
| CTRN100467              | CTRN100552              | CTRN100650              | CTRN100727              |
| CTRN100468              | CTRN100553              | CTRN100651              | CTRN100728              |
| CTRN100469              | CTRN100555              | CTRN100652              | CTRN100729              |
| CTRN100470              | CTRN100556              | CTRN100656              | CTRN100730              |
| CTRN100471              | CTRN100558              | CTRN100657              | CTRN100731              |
|                         | CTRN100561              | CTRN100659              | CTRN100732              |
| CTRN100474              | CTRN100562              | CTRN100664              | CTRN100734              |
| CTRN100475              | CTRN100563              | CTRN100665              | CTRN100735              |
| CTRN100476              | CTRN100564              | CTRN100666              | CTRN100737              |
| CTRN100477              | CTRN100568              | CTRN100667              | CTRN100738              |
| CTRN100478              | CTRN100571              | CTRN100669              | CTRN100739              |
| CTRN100479              | CTRN100573              | CTRN100671              | CTRN100740              |
| CTRN100480              | CTRN100576              | CTRN100672              | CTRN100741              |
| CTRN100481              | CTRN100577              | CTRN100679              | CTRN100742              |
| CTRN100483              | CTRN100579              | CTRN100680              | CTRN100744              |
| CTRN100487              | CTRN100581              | CTRN100683              | CTRN100745              |
| CTRN100489              | CTRN100582              | CTRN100684              | CTRN100746              |
| CTRN100492              | CTRN100583              | CTRN100685              | CTRN100747              |
| CTRN100493              | CTRN100584              | CTRN100687              | CTRN100748              |
| CTRN100494              | CTRN100585              | CTRN100690              | CTRN100749              |
| CTRN100495              | CTRN100586              | CTRN100691              | CTRN100750              |
| CTRN100497              | CTRN100587              | CTRN100692              | CTRN100751              |
| CTRN100498              | CTRN100591              | CTRN100694              | CTRN100752              |
| CTRN100500              | CTRN100592              | CTRN100695              | CTRN100753              |
| CTRN100503              | CTRN100594              | CTRN100698              | CTRN100754              |
| CTRN100505              | CTRN100596              | CTRN100701              | CTRN100755              |

| Reporting Mark & Number |
|-------------------------|-------------------------|-------------------------|-------------------------|
| CTRN100506              | CTRN100597              | CTRN100702              | CTRN100756              |
| CTRN100507              | CTRN100598              | CTRN100703              | CTRN100757              |
| CTRN100509              | CTRN100600              | CTRN100704              | CTRN100758              |
| CTRN100511              | CTRN100601              | CTRN100705              | CTRN100759              |
| CTRN100512              | CTRN100604              | CTRN100706              | CTRN100760              |
| CTRN100517              | CTRN100605              | CTRN100707              | CTRN100761              |
| CTRN100518              | CTRN100607              | CTRN100708              | CTRN100762              |
| CTRN100520              | CTRN100608              | CTRN100709              | CTRN100763              |
| CTRN100521              | CTRN100609              | CTRN100710              | CTRN100764              |
| CTRN100522              | CTRN100611              | CTRN100711              | CTRN100765              |
| CTRN100524              | CTRN100613              | CTRN100712              | CTRN100766              |
| CTRN100526              | CTRN100614              | CTRN100713              | NAHX100207              |
| CTRN100530              | CTRN100616              | CTRN100714              | NAHX100346              |
| CTRN100531              | CTRN100619              | CTRN100715              | NAHX100407              |
| CTRN100532              | CTRN100623              | CTRN100716              |                         |
| CTRN100534              | CTRN100626              | CTRN100717              |                         |
| CTRN100537              | CTRN100628              | CTRN100718              |                         |
| CTRN100538              | CTRN100631              | CTRN100719              |                         |
| CTRN100540              | CTRN100633              | CTRN100720              |                         |

CTRN100472 and CTRN100645 were casualtyed and removed from the Lease.

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: June 18, 2015

  
\_\_\_\_\_  
Claire E. Murphy