

LAW OFFICES OF LOUIS E. GITOMER, LLC
600 BALTIMORE AVENUE, SUITE 301, TOWSON, MD 21204
410-296-2250 LOU@LGRAILLAW.COM

December 31, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of December 31, 2015. The primary document to which this document is connected is recorded under a new Recordation Number. We request that this document be recorded under the suffix A to the new Recordation Number.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing and Capital, LLC
One Financial Center
Providence, RI 02903

Assignee:

Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 66 covered hopper cars numbered DAKX 45003, 45005, 45006, 45007, 45015, 45034, 45040, 45045, 45049, 45056, 45059, 45067, 45068, 45070, 45076, 45091, 45095, 45096, 45097, 45098, 45105, 45106, 45111, 45127, 45129, 45136, 45141, 45143, 45146, 45150, 45151, 45152, 45155, 45162, 45167, 45178, 45179, 45181, 45187, 45192, 45194, 45195, 45199, 45201, 45203, 45206, 45207, 45209, 45210, 45212, 45217, 45221, 45222, 45223, 45231, 45234, 45236, 45240, 45241, 45250, 45255, 45260, 45261, 45266, 45273, and 45274.

Ms. Cynthia T. Brown
December 31, 2015
Page 2

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing and Capital, LLC, One Financial Center, Providence, RI 02903, and Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062, covering 66 covered hopper cars numbered DAKX 45003, 45005, 45006, 45007, 45015, 45034, 45040, 45045, 45049, 45056, 45059, 45067, 45068, 45070, 45076, 45091, 45095, 45096, 45097, 45098, 45105, 45106, 45111, 45127, 45129, 45136, 45141, 45143, 45146, 45150, 45151, 45152, 45155, 45162, 45167, 45178, 45179, 45181, 45187, 45192, 45194, 45195, 45199, 45201, 45203, 45206, 45207, 45209, 45210, 45212, 45217, 45221, 45222, 45223, 45231, 45234, 45236, 45240, 45241, 45250, 45255, 45260, 45261, 45266, 45273, and 45274.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 31, 2015

between

MIDWEST RAILCAR CORPORATION

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC

as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on December _____, 2015 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 31, 2015, by and between MIDWEST RAILCAR CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and DAK AMERICAS LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 20120-90000 dated as of May 27, 2009, and, pursuant thereto, that certain Schedule No. 012 dated December____, 2015 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of February 27, 2009 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on December 31, 2015 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

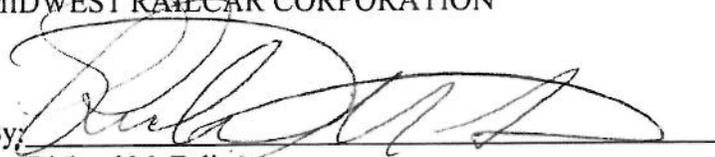
This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST RAILCAR CORPORATION

By: 

Richard M. Folio
Executive Vice President

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Annemarie L. Warren

Name:

Title: **Annemarie L. Warren**
Vice President

COMMONWEALTH OF MASSACHUSETTS)

) ss.

COUNTY OF SUFFOLK

I HEREBY CERTIFY, that on this 30th day of December, 2015, before me, the undersigned, a Notary Public of the Commonwealth of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.

J. C. Jennings
Notary Public

My commission expires:



JENNIFER C. JENNINGS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE
DESCRIPTION OF RAILCARS

Sixty-Six (66) Specialty Covered Hopper Railcars 5711-5,800 Cubic Feet
110 Tons (286,000 Pounds GRL)

Car Marks:

DAKX45003	DAKX45167
DAKX45005	DAKX45178
DAKX45006	DAKX45179
DAKX45007	DAKX45181
DAKX45015	DAKX45187
DAKX45034	DAKX45192
DAKX45040	DAKX45194
DAKX45045	DAKX45195
DAKX45049	DAKX45199
DAKX45056	DAKX45201
DAKX45059	DAKX45203
DAKX45067	DAKX45206
DAKX45068	DAKX45207
DAKX45070	DAKX45209
DAKX45076	DAKX45210
DAKX45091	DAKX45212
DAKX45095	DAKX45217
DAKX45096	DAKX45221
DAKX45097	DAKX45222
DAKX45098	DAKX45223
DAKX45105	DAKX45231
DAKX45106	DAKX45234
DAKX45111	DAKX45236
DAKX45127	DAKX45240
DAKX45129	DAKX45241
DAKX45136	DAKX45250
DAKX45141	DAKX45255
DAKX45143	DAKX45260
DAKX45146	DAKX45261
DAKX45150	DAKX45266
DAKX45151	DAKX45273
DAKX45152	DAKX45274
DAKX45155	
DAKX45162	