

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

July 25, 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 July 25, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 31279-A.

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

July 25, 2014

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

128 tank cars within the series STSX 4138 – STSX 4267 as set forth in the attachment to the document.

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 \$44.00 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 "E. Luria", with a stylized flourish at the end.

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 July 25, 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 Tate & Lyle Ingredients Americas LLC, as lessee (the "Lessee"), the railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule Number 002 dated as of July 2, 2014, by and between Assignor, as lessor, and Lessee, as lessee, to the Rail Equipment Net Leasing Agreement Number 2014-1 dated as of July 2, 2014 (the "Agreement"), by and between Assignor, as lessor and Lessee ("Schedule Number 002"; together with the Agreement, collectively, the "Lease"). A Memorandum of Lease Agreement as to Schedule Number 002 was recorded with the Surface Transportation Board on July 2, 2014, under Recordation No. 31279-A.

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 pages]

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

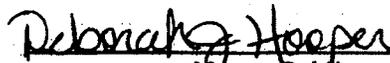
MIDWEST RAILCAR CORPORATION,
as Assignor

By: 

Name: Richard M. Folio
Title: Executive Vice President

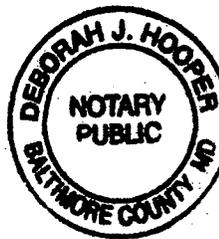
STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

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 July, 2014 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.


Notary Public

My commission expires: _____

[Notarial Seal]



My Commission Expires
07/11/2018

Schedule 1

to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One hundred twenty-eight (128) 19,600 gallon Tank Cars with 286,000 lb. gross rail load bearing the following reporting marks and numbers:

Marks
STSX 4138
STSX 4139
STSX 4140
STSX 4141
STSX 4142
STSX 4143
STSX 4144
STSX 4145
STSX 4146
STSX 4147
STSX 4148
STSX 4149
STSX 4150
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STX 4262
STX 4263
STX 4264
STX 4265
STX 4266
STX 4267

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: 7/25/14

Edward M. Luria
Edward M. Luria