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May 16, 2016

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 Lease, dated as of May 16, 2016, 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 previously filed with the Board under Recordation Number 29566.

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

Assignor: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

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

292 railcars within the series STLX 5000 – STLX 5299 as more particularly set forth on the attachment to the document (excluding casualties STLX 5008, STLX 5043, STLX 5194, STLX 5215, STLX 5254, and STLX 5294).

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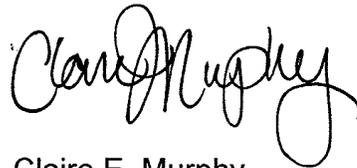
A short summary of the document to appear in the index is:

Memorandum of Assignment of 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, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of May 16, 2016

between

MIDWEST RAILCAR CORPORATION,
as Assignee

and

BB&T EQUIPMENT FINANCE CORPORATION
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on May ____, 2016 at ____: ____ .m.

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of May 16, 2016 is between BB&T EQUIPMENT FINANCE CORPORATION (successor-in-interest to Banc of America Leasing & Capital, LLC (the "Original Lessor")) (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 Tate & Lyle Ingredients Americas LLC, as lessee (the "Lessee"), Two Hundred Ninety-Two (292) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule Number 90002 dated as of December 6, 2010 (the "Schedule"), between Assignor, as lessor, and Lessee, as lessee (the "Schedule"), to the Rail Equipment Net Leasing Agreement No. 21621-90000, dated as of December 6, 2010, by and between Original Lessor, as lessor and Tate & Lyle Ingredients Americas, Inc., as lessee, as amended by that certain Amendment Number 1 to Rail Equipment Net Leasing Agreement No. 21621-90000 dated May 19, 2011, by and between Banc of America Leasing & Capital, LLC, as lessor, and Lessee, as lessee (collectively, as amended, the "Lease").

B. A Memorandum of Lease as to Schedule was recorded with the Surface Transportation Board on December 6, 2010, under Recordation No. 29566

C. 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.

D. 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]

DESCRIPTION OF RAILCARS

Two Hundred Ninety-Two (292) railcars bearing the following reporting marks and numbers:

STLX 5000 – STLX 5007, inclusive
STLX 5009 - STLX 5015, inclusive
STLX 5017 - STLX 5042, inclusive
STLX 5044 - STLX 5193, inclusive
STLX 5195 - STLX 5214, inclusive
STLX 5216 - STLX 5245, inclusive
STLX 5247 - STLX 5253, inclusive
STLX 5255 - STLX 5293, inclusive
STLX 5295 - STLX 5299, inclusive

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and 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: May 16, 2016



Claire E. Murphy