

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

March 27, 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 March 27, 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 31097.

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

Assignor:	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, OH 45202
Assignee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive, Suite B Maryville, IL 62062

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

193 railcars within the series CTRN 100079 – CTRN 100458 as more particularly set forth on the attachment to the document (excluding two casualties: CTRN 100366 and CTRN 100075).

Section Chief
March 27, 2015
Page 2

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,



for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of March 27, 2015 is between THE HUNTINGTON NATIONAL BANK (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 #3 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, 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 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]

DESCRIPTION OF RAILCARS

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

| Reporting Mark & Number |
|-------------------------|-------------------------|-------------------------|-------------------------|
| CTRN100079 | CTRN100195 | CTRN100272 | CTRN100379 |
| CTRN100082 | CTRN100196 | CTRN100274 | CTRN100381 |
| CTRN100084 | CTRN100197 | CTRN100276 | CTRN100382 |
| CTRN100090 | CTRN100198 | CTRN100277 | CTRN100383 |
| CTRN100092 | CTRN100199 | CTRN100278 | CTRN100384 |
| CTRN100096 | CTRN100200 | CTRN100279 | CTRN100386 |
| CTRN100097 | CTRN100202 | CTRN100280 | CTRN100387 |
| CTRN100106 | CTRN100203 | CTRN100285 | CTRN100388 |
| CTRN100107 | CTRN100204 | CTRN100286 | CTRN100389 |
| CTRN100110 | CTRN100208 | CTRN100287 | CTRN100390 |
| CTRN100117 | CTRN100210 | CTRN100291 | CTRN100392 |
| CTRN100118 | CTRN100213 | CTRN100293 | CTRN100393 |
| CTRN100120 | CTRN100214 | CTRN100296 | CTRN100395 |
| CTRN100124 | CTRN100216 | CTRN100300 | CTRN100396 |
| CTRN100125 | CTRN100218 | CTRN100304 | CTRN100397 |
| CTRN100128 | CTRN100219 | CTRN100305 | CTRN100399 |
| CTRN100129 | CTRN100223 | CTRN100310 | CTRN100402 |
| CTRN100130 | CTRN100225 | CTRN100311 | CTRN100404 |
| CTRN100133 | CTRN100226 | CTRN100312 | CTRN100405 |
| CTRN100135 | CTRN100228 | CTRN100314 | CTRN100408 |
| CTRN100137 | CTRN100229 | CTRN100317 | CTRN100409 |
| CTRN100140 | CTRN100230 | CTRN100318 | CTRN100410 |
| CTRN100143 | CTRN100231 | CTRN100319 | CTRN100412 |
| CTRN100145 | CTRN100232 | CTRN100320 | CTRN100413 |
| CTRN100146 | CTRN100234 | CTRN100323 | CTRN100415 |
| CTRN100148 | CTRN100235 | CTRN100324 | CTRN100416 |
| CTRN100149 | CTRN100236 | CTRN100331 | CTRN100420 |
| CTRN100152 | CTRN100239 | CTRN100335 | CTRN100422 |
| CTRN100153 | CTRN100241 | CTRN100337 | CTRN100425 |
| CTRN100154 | CTRN100243 | CTRN100339 | CTRN100426 |
| CTRN100155 | CTRN100244 | CTRN100340 | CTRN100429 |

| Reporting Mark & Number |
|-------------------------|-------------------------|-------------------------|-------------------------|
| CTRN100158 | CTRN100246 | CTRN100345 | CTRN100432 |
| CTRN100159 | CTRN100247 | CTRN100347 | CTRN100437 |
| CTRN100162 | CTRN100249 | CTRN100348 | CTRN100439 |
| CTRN100164 | CTRN100250 | CTRN100350 | CTRN100443 |
| CTRN100175 | CTRN100251 | CTRN100351 | CTRN100444 |
| CTRN100177 | CTRN100252 | CTRN100352 | CTRN100445 |
| CTRN100179 | CTRN100254 | CTRN100353 | CTRN100449 |
| CTRN100180 | CTRN100255 | CTRN100359 | CTRN100451 |
| CTRN100181 | CTRN100256 | CTRN100360 | CTRN100452 |
| CTRN100182 | CTRN100258 | CTRN100361 | CTRN100453 |
| CTRN100183 | CTRN100260 | CTRN100362 | CTRN100455 |
| CTRN100186 | CTRN100261 | CTRN100364 | CTRN100456 |
| CTRN100187 | CTRN100262 | CTRN100365 | CTRN100458 |
| CTRN100188 | CTRN100263 | CTRN100369 | |
| CTRN100190 | CTRN100264 | CTRN100371 | |
| CTRN100191 | CTRN100268 | CTRN100373 | |
| CTRN100192 | CTRN100269 | CTRN100376 | |
| CTRN100193 | CTRN100270 | CTRN100378 | |
| CTRN100194 | CTRN100271 | | |

CTRN100366 and CTRN100075 listed in the Memorandum of Schedule #3 to Master Net Railcar Lease dated as of December 16, 2013 between Assignor, as successor lessor, and Lessee, as lessee, were casualtyed and removed from the Lease.

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: March 27, 2015

Edward M. Luria

Edward M. Luria