RECORDATION NO. 27215-B FILED
April 01, 2015 04:30 PM
SURFACE TRANSPORTATION BOARD

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

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

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

April 1, 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 20, 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 27215.

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

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

Assignee: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

[Lessee: TXI Operations LP
1341 W Mockingbird Lane
Dallas TX 75247]

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

85 covered hopper railcars within the series MCEX 350491 – MCEX 350575 as more particularly set forth on 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 $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

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MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of March 20, 2015 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and PROGRESS RAIL LEASING CORPORATION (the "Assignee").

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

A. Assignor, as lessor, has leased to TXI Operations, LP, as lessee (the "Lessee") eighty-five (85) railcars identified on Schedule 1 attached hereto (the "Equipment"), under that certain Schedule #1 dated September 28, 2007, as amended by that certain First Amendment to Schedule #1, Memorandum of Lease and Certificate of Acceptance dated October 4, 2007 (as amended, the "Schedule"), to that certain Full Service Master Lease Agreement effective September 28, 2007, each by and between Assignor, as successor lessor and Lessee, as 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 and Guaranty, 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: _____
Richard M. Folio
Executive Vice President

STATE OF MARYLAND)
) SS:
COUNTY OF BALTIMORE)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 17th day of March, 2015 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.

_____
Notary Public

My commission expires: 7/8/18

[Notarial Seal]

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~ 7/8/18

Signature Page to Memorandum of Assignment of Railcar Lease

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

PROGRESS RAIL LEASING CORPORATION
("Assignee")

By: _____ (SEAL)
Name: J Duane Cantrell
Title: Senior Vice President

STATE OF Alabama)
) SS:
COUNTY OF Marshall)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Marshall this 19th day of March, 2015 by J Duane Cantrell, as an Senior Vice President of PROGRESS RAIL LEASING CORPORATION, a Delaware corporation.

_____
Notary Public

My commission expires: 4/24/2016

[Notarial Seal]

Schedule 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Eighty-Five (85) covered hopper railcars bearing the following reporting marks and numbers:

Reporting Marks and Numbers	Reporting Marks and Numbers	Reporting Marks and Numbers	Reporting Marks and Numbers	Reporting Marks and Numbers
MCEX350536	MCEX350558	MCEX350494	MCEX350514	MCEX350526
MCEX350538	MCEX350559	MCEX350495	MCEX350515	MCEX350527
MCEX350539	MCEX350560	MCEX350496	MCEX350528	MCEX350537
MCEX350540	MCEX350562	MCEX350497	MCEX350529	MCEX350546
MCEX350541	MCEX350563	MCEX350498	MCEX350530	MCEX350561
MCEX350542	MCEX350564	MCEX350499	MCEX350531	
MCEX350543	MCEX350565	MCEX350500	MCEX350532	
MCEX350544	MCEX350566	MCEX350501	MCEX350533	
MCEX350545	MCEX350567	MCEX350502	MCEX350534	
MCEX350547	MCEX350568	MCEX350503	MCEX350535	
MCEX350548	MCEX350569	MCEX350504	MCEX350516	
MCEX350549	MCEX350570	MCEX350505	MCEX350517	
MCEX350550	MCEX350571	MCEX350506	MCEX350518	
MCEX350551	MCEX350572	MCEX350507	MCEX350519	
MCEX350552	MCEX350573	MCEX350508	MCEX350520	
MCEX350553	MCEX350574	MCEX350509	MCEX350521	
MCEX350554	MCEX350575	MCEX350510	MCEX350522	
MCEX350555	MCEX350491	MCEX350511	MCEX350523	
MCEX350556	MCEX350492	MCEX350512	MCEX350524	
MCEX350557	MCEX350493	MCEX350513	MCEX350525	

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: April 1, 2015

Edward M Luria

Edward M. Luria