



P.O. Box 26148
Albuquerque, NM 87125-6148

RECORDATION NO. 31414 FILED

SEP 30 '14 -4 38 PM

SURFACE TRANSPORTATION BOARD



September 3, 2014

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

**DOCUMENTS FOR RECORDATION
VIA OVERNIGHT DELIVERY**

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 Equipment Lease, dated as of August 15, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor: Everest Railcar Services, Inc.
2704 SE Otis Corley Dr., Suite 4
Bentonville, AR 72712

Lender: BOKF, NA dba Bank of Arkansas
PO Box 22117
Tulsa, Oklahoma 74121

A description of the railroad equipment covered by the enclosed document is attached hereto as Exhibit A.

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

Memorandum of Assignment of Equipment Lease

Also enclosed is a check in the amount of \$43,000 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return stamped copies of the enclosed document to the undersigned, at the following address:

Linda Hughes
BOKF, NA dba Bank of Arkansas
BTC 2W
P.O. Box 2300
Tulsa, Oklahoma 74192

Very truly yours,

Linda Hughes
Assistant Vice President

3/4/14

353076

SEP 30 '14 -4 38 PM

~~SURFACE TRANSPORTATION BOARD~~

MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE

This MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE, dated as of August 15, 2014, by and between BOKF, NA dba Bank of Arkansas ("Lender") and Everest Railcar Services, Inc. ("Assignor"), is made with reference to the following:

1. Lender has agreed to make a loan to Assignor, which loan is secured in part under that certain Assignment of Equipment Lease dated and effective as of August 15, 2014 ("Assignment"), between Lender and Assignor.

2. Pursuant to the Assignment, Assignor has assigned, transferred, granted a security interest in, conveyed and set over to Lender all of Assignor's estate, right, title and interest in and to (a) lease agreements with various lessees (separately and collectively, the "Lessee") under which Lessee has leased or shall lease from Assignor the various railcars more particularly described on Exhibit "A" attached hereto and made a part hereof ("Railcars") (such lease agreements referred to herein, separately and collectively, as the "Lease"), and (b) all Rents. For purposes hereof, the term "Rents" shall include:

(1) All rents, issues, income and profits now or hereafter payable to Assignor with respect to the Railcars and other rights and interests as defined in the Assignment between Assignor and Lender dated August 15, 2014, or any part thereof, including, without limitation, all amounts (whether or not designated as rent) payable pursuant to or by reason of any Lease, including, without limitation, amounts so payable on account of maintenance, repairs, insurance, taxes, or other charges, whether similar or dissimilar, and all security deposits and other amounts paid by Lessee with respect to the Lease, whether in consideration of surrender or cancellation or otherwise, any amounts payable under any guaranty of the Lease, and any amounts payable in bankruptcy of Lessee; and

(2) All insurance proceeds and insurance premium refunds, damage awards and other payments of any kind due or payable, or to become due or payable, to the Assignor with respect to the Railcars.

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

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment to be executed by its duly authorized officer as of the date first above written.

Assignor:

Everest Railcar Services, Inc.

By: Steven J. Hendricks
Steven J. Hendricks, President

Lender

BOKF, NA dba Bank of Arkansas

By: Jacob Hudson
Jacob Hudson, Vice President

STATE OF Arkansas)

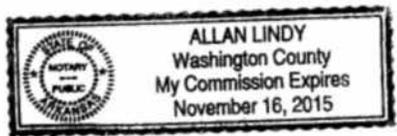
COUNTY OF Washington)

On August 15, 2014, before me Steven J. Hendricks, Notary Public, personally appeared Steven J. Hendricks, who acknowledged himself to be the President of Everest Railcar Services, Inc., and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes and consideration therein contained, by signing the name of the business or entity as such officer.

[Signature]
Notary Public

My Commission Expires:

November 16, 2015



STATE OF Arkansas)

COUNTY OF Madison)

On Aug 15, 2014, before me Sandra DuFrene, Notary Public, personally appeared Jacob Hudson, who acknowledged himself to be a Vice President of BOKF, NA dba Bank of Arkansas, and that he, as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes and consideration therein contained, by signing the name of the business or entity as such officer.

[Signature]
Notary Public

My Commission Expires:

Jan 31, 2023

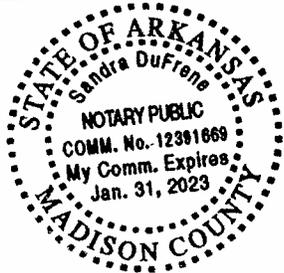


Exhibit "A"
Description of Railcars

ID	Car Type Kind	Plate Code Roof Type	Tare Wgt Gross Weight	Load Limit	Dry Cap Liq Cap	Internal L/W/H External L/W/H
ACCX 1000	C614 C5W	C N/A	72300 286000	213700	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1001	C614 C5W	C N/A	72300 286000	213700	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1002	C614 C5W	C N/A	72300 286000	213700	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1003	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1004	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1005	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1006	C614 C5W	C N/A	72300 286000	213700	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1007	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1008	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1009	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1010	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1011	C614 C5W	C N/A	72300 286000	213700	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1012	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1013	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1014	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1015	C614 C5W	C N/A	71900 286000	214100	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1016	C614 C5W	C N/A	71800 286000	214200	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1017	C614 C5W	C N/A	72000 286000	214000	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1018	C614	C	72100	213900	5125	N/A

	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1019	C614	C	71700	214300	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1020	C614	C	72000	214000	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1021	C614	C	71800	214200	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1022	C614	C	72200	213800	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1023	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1024	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1025	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1026	C614	C	71800	214200	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1027	C614	C	72300	213700	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1028	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1029	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1030	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1031	C614	C	71900	214100	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1032	C614	C	72000	214000	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1033	C614	C	72200	213800	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1034	C614	C	72200	213800	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1035	C614	C	72200	213800	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1036	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1037	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1038	C614	C	72100	213900	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1039	C614	C	71900	214100	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"
ACCX 1040	C614	C	71900	214100	5125	N/A
	C5W	N/A	286000		N/A	65' 10" / 10' 4" / 15' 6"

ACCX 1041	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1042	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1043	C614 C5W	C N/A	72300 286000	213700	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1044	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1045	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1046	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1047	C614 C5W	C N/A	71900 286000	214100	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1048	C614 C5W	C N/A	72100 286000	213900	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1049	C614 C5W	C N/A	72000 286000	214000	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1050	C614 C5W	C N/A	71900 286000	214100	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1051	C614 C5W	C N/A	71800 286000	214200	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1052	C614 C5W	C N/A	71900 286000	214100	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1053	C614 C5W	C N/A	72200 286000	213800	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"
ACCX 1054	C614 C5W	C N/A	72400 286000	213600	5125 N/A	N/A 65' 10" / 10' 4" / 15' 6"