

RECORDATION NO 27755-B FILED
December 12, 2013 02:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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December 12, 2013

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, dated as of December 12, 2013, 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 27755.

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

Assignor: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Tucker, GA 30084

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062

Chief, Section of Administration
December 12, 2013
Page 2

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

96 covered hopper cars: CEMX 11001 – CEMX 11055 (not including casualty CEMX 11010), CEMX 11057 – CEMX 11092 and CEMX 11095 – CEMX 11100.

Memorandum of Assignment.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 12th day of December, 2013 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, GA 30084 ("Assignor") and Midwest Railcar Corporation, an Illinois corporation with an address of 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Schedule dated December 12, 2013 to that certain Master Assignment Agreement dated February 27, 2009(the "Assignment");

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's rights, obligations, and interest in, to and under, in each case arising during and attributable to the period on and after the date hereof, that certain Schedule Number 001 dated as of December 9, 2008, as amended and extended by that certain Amendment and Extension Lease 0770980 AIF 82457 dated as of December 12, 2013, each between Banc of America Leasing & Capital, LLC as Lessor and Cemex, Inc. as Lessee (as amended, the "Schedule"), entered into pursuant to that certain Rail Equipment Net Leasing Agreement dated as of December 9, 2008, as amended by Amendment No. 1 dated March 15, 2011 by and between Lessor and Cemex Inc., Cemex Construction Materials Atlantic, LLC, Cemex Construction Materials Florida, LLC, Cemex Construction Materials Pacific, LLC and Cemex Construction Materials South, LLC and RMC Pacific Materials, Inc., as co-lessees (the "Lease") relating to Ninety-Six (96) 2001 Trinity Cement Covered Hopper Railcars (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Lease Agreement, dated as of December 12, 2008 filed with the Surface Transportation Board on December 12, 2008 and assigned Recordation No. 27755, and an Amendment to the Memorandum of Lease dated March 23, 2011 filed with the Surface Transportation Board on March 30, 2011 and assigned Recordation No. 27755-A. For clarity, the railcar bearing mark and number CEMX 11010 that was originally included in the Schedule was casualtyed and removed from the Schedule prior to the date of the Assignment, is not a part of the Equipment or the Assignment.

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Schedule (and the Lease but only as incorporated by reference in the Schedule) and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment and the Schedule are more particularly set forth in the Assignment and Schedule referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

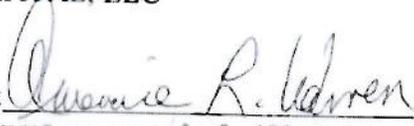
[Signature Page Follows]

SCHEDULE A
Equipment Description

Ninety-Six (96) 2001 Trinity Cement Covered Hopper Railcars bearing reporting marks and numbers CEMX 11001-11009, 11011-11055, 11057-11092, and 11095-11100

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: 
Name: Annemarie L. Warren
Title: Vice President

Assignee:
MIDWEST RAILCAR CORPORATION

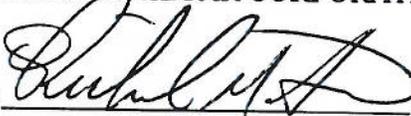
By: _____
Name: Richard M. Folio
Title: Executive Vice President

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: _____
Name: _____
Title: _____

Assignee:
MIDWEST RAILCAR CORPORATION

By: 
Name: Richard M. Folio
Title: Executive Vice President

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this ___ day of December 2013, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My Commission expires:

STATE OF ILLINOIS)
) ss.
COUNTY OF Madison)

On this ___ day of December, 2013, before me, the undersigned notary public, personally appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

Karyn F Ward
(official signature and seal of notary)



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: 12/12/13

Edward M Luria

Edward M. Luria