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

March 30, 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 Lease of Railroad Equipment, dated as of March 30, 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 Numbers 31127 and 29228.

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

Owner:	BTMU LF Capital LLC 111 Huntington Avenue Boston, MA 02199
Lessee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062

Section Chief
March 30, 2015
Page 2

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

159 railcars within the following series as set forth in the attachment to the document:

99 tankcars DPRX 256164 – DPRX 256996; and
60 open top hopper cars JAIX 820001 – JAIX 820134

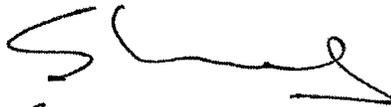
A short summary of the document to appear in the index is:

Memorandum of Lease of Railroad Equipment.

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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

dated as of March 30, 2015 between **Midwest Railcar Corporation**, an Illinois corporation (hereinafter called the **Lessee**), and **BTMU LF Capital LLC**, a Delaware limited liability company (hereinafter called the **Owner**)

WHEREAS, the Lessee and the Owner have entered into that certain Master Lease Agreement, dated as of November 21, 2014, and those certain Lease Schedules No. 007 and 008 thereto each dated as of March 30, 2015 (hereinafter collectively called the **Lease**), covering the railroad equipment listed in Schedule A hereto, bearing the road numbers shown in said Schedule A, and all additions and alterations thereto, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of the railroad equipment listed in Schedule A hereto from the Owner to the Lessee, the ownership of the railroad equipment by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase the railroad equipment, and the grants of security interests under the Lease 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 any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

MIDWEST RAILCAR CORPORATION

By: 

Name: Richard M. Folio

Title: Executive Vice President

BTMU LF CAPITAL LLC

By: _____

Name: Larry K. Morris

Title: President

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
dated as of March 30, 2015 between **Midwest Railcar Corporation**, an Illinois corporation (hereinafter called the **Lessee**), and **BTMU LF Capital LLC**, a Delaware limited liability company (hereinafter called the **Owner**)

WHEREAS, the Lessee and the Owner have entered into that certain Master Lease Agreement, dated as of November 21, 2014, and those certain Lease Schedules No. 007 and 008 thereto each dated as of March 30, 2015 (hereinafter collectively called the **Lease**), covering the railroad equipment listed in Schedule A hereto, bearing the road numbers shown in said Schedule A, and all additions and alterations thereto, replacements thereof and substitutions therefor;

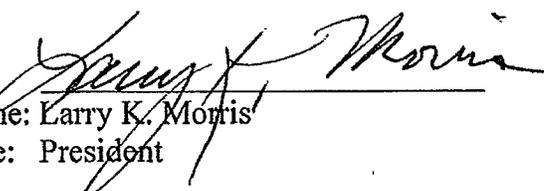
IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of the railroad equipment listed in Schedule A hereto from the Owner to the Lessee, the ownership of the railroad equipment by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase the railroad equipment, and the grants of security interests under the Lease 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 any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

MIDWEST RAILCAR CORPORATION

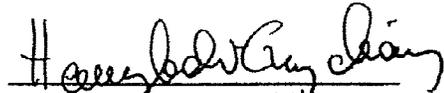
By: _____
Name: Richard M. Folio
Title: Executive Vice President

BTMU LF CAPITAL LLC

By: 
Name: Larry K. Morris
Title: President

STATE OF MARYLAND)
CITY) SS.:
COUNTY OF BALTIMORE)

On this 25th day of March, 2015, before me personally appeared Richard M. Folio, to me personally known, who, by me being duly sworn, says that he is Executive Vice President of Midwest Railcar Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act of said corporation.



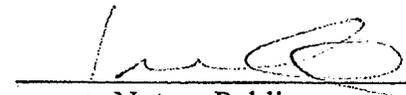
Notary Public

My commission expires 7/8/18

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~
July 8, 2018

STATE OF NEW YORK)
) SS.:
CITY / COUNTY OF NEW YORK)

On this 25th day of March, 2015, before me personally appeared Larry K. Morris, to me personally known, who, by me being duly sworn, says that he is President of BTMU LF Capital LLC, that the foregoing instrument was signed on behalf of said company by authority of its members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My commission expires

JOANNE KIM
NOTARY PUBLIC-STATE OF NEW YORK
No. 01KI6121208
Qualified in New York County
My Commission Expires January 10, 2017

Schedule A

Description of Units

Ninety-nine (99) DOT 111A100W1 24,498 gallon heavy crude oil tankcars, manufactured by Trinity Industries, bearing the following marks and numbers:

<u>Reporting Mark & Number</u>	<u>Reporting Mark & Number</u>	<u>Reporting Mark & Number</u>
DPRX256164	DPRX256328	DPRX256372
DPRX256260	DPRX256330	DPRX256373
DPRX256262	DPRX256331	DPRX256376
DPRX256264	DPRX256332	DPRX256381
DPRX256274	DPRX256334	DPRX256388
DPRX256276	DPRX256335	DPRX256390
DPRX256279	DPRX256336	DPRX256392
DPRX256286	DPRX256339	DPRX256393
DPRX256301	DPRX256341	DPRX256395
DPRX256302	DPRX256342	DPRX256396
DPRX256303	DPRX256343	DPRX256397
DPRX256304	DPRX256344	DPRX256398
DPRX256305	DPRX256346	DPRX256400
DPRX256306	DPRX256348	DPRX256402
DPRX256307	DPRX256349	DPRX256404
DPRX256308	DPRX256350	DPRX256410
DPRX256309	DPRX256351	DPRX256411
DPRX256310	DPRX256352	DPRX256413
DPRX256311	DPRX256353	DPRX256414
DPRX256312	DPRX256354	DPRX256421
DPRX256313	DPRX256355	DPRX256428
DPRX256314	DPRX256357	DPRX256437
DPRX256315	DPRX256358	DPRX256445
DPRX256316	DPRX256359	DPRX256447
DPRX256317	DPRX256360	DPRX256448
DPRX256318	DPRX256361	DPRX256462
DPRX256319	DPRX256362	DPRX256490
DPRX256320	DPRX256363	DPRX256511
DPRX256321	DPRX256364	DPRX256516
DPRX256323	DPRX256366	DPRX256530
DPRX256324	DPRX256367	DPRX256545
DPRX256325	DPRX256369	DPRX256554
DPRX256326	DPRX256371	DPRX256996

Sixty (60) H350 2450 c.f. 110-ton 286K GRL Open Top Hopper cars, manufactured by Freight Car of America, bearing the following marks and numbers:

<u>Reporting Mark & Number</u>	<u>Reporting Mark & Number</u>
JAIX820001	JAIX820083
JAIX820007	JAIX820084
JAIX820011	JAIX820085
JAIX820012	JAIX820086
JAIX820013	JAIX820087
JAIX820014	JAIX820088
JAIX820015	JAIX820089
JAIX820016	JAIX820090
JAIX820021	JAIX820091
JAIX820022	JAIX820092
JAIX820023	JAIX820098
JAIX820027	JAIX820099
JAIX820028	JAIX820100
JAIX820029	JAIX820101
JAIX820033	JAIX820102
JAIX820039	JAIX820103
JAIX820054	JAIX820104
JAIX820055	JAIX820105
JAIX820056	JAIX820106
JAIX820057	JAIX820107
JAIX820058	JAIX820108
JAIX820059	JAIX820109
JAIX820060	JAIX820110
JAIX820061	JAIX820111
JAIX820062	JAIX820112
JAIX820063	JAIX820113
JAIX820068	JAIX820114
JAIX820069	JAIX820115
JAIX820070	JAIX820116
JAIX820072	JAIX820134

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: 3/30/15

Edward M Luria
Edward M. Luria