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November 6, 2015

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of November 6, 2015. The primary document to which this is connected is recorded under Recordation No. New. We request that this document be recorded under Recordation No. New-A.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, RI 02903

Assignee:

Midwest Railcar Corporation  
4949 Autumn Oaks Dr., Suite B  
Maryville, IL 62062

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 152 covered hopper cars numbered FMSX 3220-3244, inclusive, 3246-3249, inclusive, 3251-3353, inclusive, 3358-3361, inclusive, 3363, 3364, 3366, 3367, 3369-3372, inclusive, 3374, 3375, 3377-3380, inclusive, 3382, and 3383.

Ms. Cynthia T. Brown  
November 6, 2015  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and Midwest Railcar Corporation, 4949 Autumn Oaks Dr., Suite B, Maryville, IL 62062, covering 152 covered hopper cars numbered FMSX 3220-3244, inclusive, 3246-3249, inclusive, 3251-3353, inclusive, 3358-3361, inclusive, 3363, 3364, 3366, 3367, 3369-3372, inclusive, 3374, 3375, 3377-3380, inclusive, 3382, and 3383.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of November 6, 2015

between

MIDWEST RAILCAR CORPORATION

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on November \_\_\_\_\_, 2015 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of November 6, 2015, by and between MIDWEST RAILCAR CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and FAIRMOUNT SANTROL INC., FML TERMINAL LOGISTICS, LLC, TECHNISAND, INC., WEDRON SILICA COMPANY, FML SAND, LLC, WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C., WISCONSIN SPECIALTY SANDS, INC., SHAKOPEE SAND LLC, FML RESIN, LLC, as Lessees, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of February 20, 2015, and, pursuant thereto, that certain Schedule No. 016 dated November 6, 2015 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of February 27, 2009 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on November 6, 2015 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

MIDWEST RAILCAR CORPORATION

By: 

Name: Richard M. Folio

Title: Executive Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_

Name:

Title:

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

MIDWEST RAILCAR CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

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

STATE OF MARYLAND )  
 ) ss.  
CITY OF BALTIMORE )

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of November, 2015, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Executive Vice President of MIDWEST RAILCAR CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Executive Vice President of said corporation by signing the name of the corporation by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

Henryka W. Gryn Craig  
Notary Public

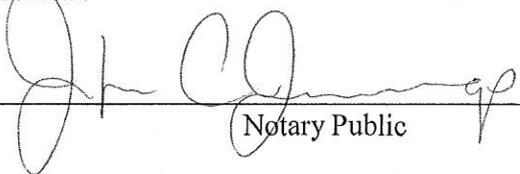
My commission expires: 7/8/18.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires ~~September 29, 2015~~  
7/8/18

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of November, 2015, before me, the undersigned, a Notary Public of the Commonwealth of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_



**JENNIFER C. JENNINGS**  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
March 16, 2018

EXHIBIT NO. 1  
 TO MEMORANDUM OF LEASE AGREEMENT  
 DESCRIPTION OF UNITS

One Hundred Fifty Two (152) Gunderson-Concarril S.A. de C.V. built covered hopper cars, bearing the following reporting marks and numbers:

<u>Car Mark</u> <u>FMSX</u>	<u>Car Mark</u> <u>FMSX</u>	<u>Car Mark</u> <u>FMSX</u>	<u>Car Mark</u> <u>FMSX</u>
3220	3260	3298	3336
3221	3261	3299	3337
3222	3262	3300	3338
3223	3263	3301	3339
3224	3264	3302	3340
3225	3265	3303	3341
3226	3266	3304	3342
3227	3267	3305	3343
3228	3268	3306	3344
3229	3269	3307	3345
3230	3270	3308	3346
3231	3271	3309	3347
3232	3272	3310	3348
3233	3273	3311	3349
3234	3274	3312	3350
3235	3275	3313	3351
3236	3276	3314	3352
3237	3277	3315	3353
3238	3278	3316	3358
3239	3279	3317	3359
3240	3280	3318	3360
3241	3281	3319	3361
3242	3282	3320	3363
3243	3283	3321	3364
3244	3284	3322	3366
3246	3285	3323	3367
3247	3286	3324	3369
3248	3287	3325	3370
3249	3288	3326	3371
3251	3289	3327	3372
3252	3290	3328	3374
3253	3291	3329	3375
3254	3292	3330	3377
3255	3293	3331	3378
3256	3294	3332	3379
3257	3295	3333	3380
3258	3296	3334	3382
3259	3297	3335	3383