



P.O. BOX 2300  
Tulsa, Oklahoma 74192

RECORDATION NO. 31195-A FILED

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SURFACE TRANSPORTATION BOARD

April 25, 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 April 22, 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: Williams Equipment Leasing LLC  
1202 Highway 13  
Richmond, MO 64085

Lender: BOKF, NA dba Bank of Oklahoma  
P.O. Box 2300  
Tulsa, OK 74192

A description of the railroad equipment covered by the enclosed document is attached hereto as Schedule "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 \$44.00 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:

Janet Mallow  
BOKF, NA dba Bank of Oklahoma  
BTC 2W  
P.O. Box 2300  
Tulsa, Oklahoma 74192

Very truly yours,

Janet Mallow  
Vice President

Enclosures

**Schedule "A"**  
**Description of Locomotives and Railcars**

<b>Car Mark</b>	<b>Car Type</b>	<b>Description</b>	<b>Cubic (liquid) Capacity</b>	<b>Year Built</b>
McCloud #36	Locomotive	SD38 2000hp 6 Axles	n/a	1969
McCloud #37	Locomotive	SD38 2000hp 6 Axles	n/a	1969
McCloud #38	Locomotive	SD38 2000hp 6 Axles	n/a	1969
Ozark #1306	Locomotive	GP7 1500hp 4 Axles	n/a	1952
Ozark #1321	Locomotive	GP7 1500hp 4 Axles	n/a	1953
Ozark #1362	Locomotive	GP7 1500hp 4 Axles	n/a	1952
BGCM #2001	Locomotive	SD40-2 3000hp 6 Axles	n/a	1978
BGCM #3003	Locomotive	GP30 2250hp 4 Axles	n/a	1962
BGCM #1639	Locomotive	GP 9 1750hp 4 Axles	n/a	1956
BGCM #2404	Locomotive	GP 30 2500hp 4 Axles	n/a	1962

Wlcx 100	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 101	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 102	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 103	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 104	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 105	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 106	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 107	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 108	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 109	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 110	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 111	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 112	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 113	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 114	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 115	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 116	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 117	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 118	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 119	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 120	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 121	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 122	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 123	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 124	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 125	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 126	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 127	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 128	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 129	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 130	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 131	Gondola	52x6 gondola railcar	100 Ton	1968
Wlcx 132	Gondola	52x6 gondola railcar	100 Ton	1968

REGISTRATION NO. 31195-A FILE

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE**

This MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE, dated as of April 22, 2014, by and between BOKF, NA dba Bank of Oklahoma as ("Lender") and WILLIAMS EQUIPMENT LEASING LLC ("Assignor"), is made with reference to the following:

1. Lender has agreed to make a loan to Assignor, which loan is secured under that certain Assignment of Equipment Lease dated and effective as of April 22, 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 locomotives and railcars more particularly described on Schedule "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 Commercial Security Agreement between Assignor and Lender dated April 22, 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.

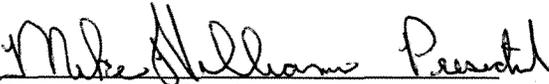
This Memorandum of Assignment of Equipment Lease may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one Memorandum of Assignment of Equipment Lease.

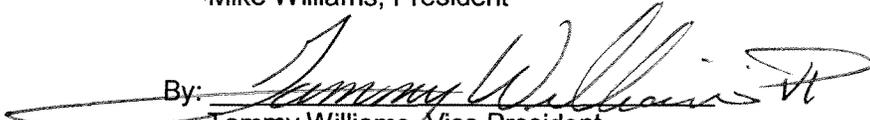
[SIGNATURE PAGE TO FOLLOW]

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

**Assignor:**

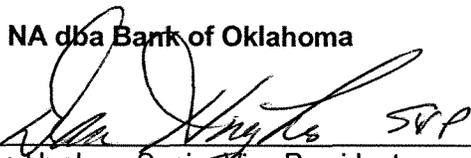
**WILLIAMS EQUIPMENT LEASING LLC**

By:   
Mike Williams, President

By:   
Tammy Williams, Vice President

**Lender**

**BOKF, NA dba Bank of Oklahoma**

By:  SVP  
Dan Hughes, Senior Vice President

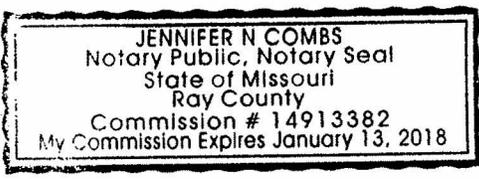
STATE OF Missouri )  
COUNTY OF Ray )

On April 28, 2014, before me Jennifer N. Combs Notary Public, personally appeared Mike Williams, who acknowledged himself to be the President of Williams Equipment Leasing LLC, 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.

Jennifer N Combs  
Notary Public

My Commission Expires:

January 13, 2018



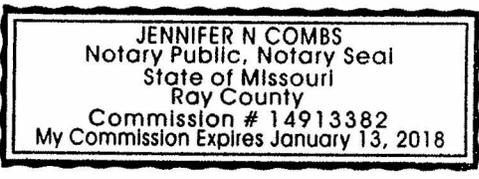
STATE OF Missouri )  
COUNTY OF Ray )

On April 28, 2014, before me Jennifer N. Combs, Notary Public, personally appeared Tammy Williams, who acknowledged herself to be the Vice President of Williams Equipment Leasing LLC, and that she, 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.

Jennifer N Combs  
Notary Public

My Commission Expires:

January 13, 2018



STATE OF OKLAHOMA )  
COUNTY OF TULSA )

On April 29, 2014, before me ELIZABETH A. ECKERT Notary Public, personally appeared Dan Hughes, who acknowledged himself to be a Senior Vice President of BOKF, NA dba Bank of Oklahoma, and that he, as such Senior 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.

Elizabeth A. Eckert  
Notary Public

My Commission Expires:

3-15-17

