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May 16, 2016

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 of Railcar Lease, dated as of May 16, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Railcar Lease previously filed with the Board under Recordation Number 29851.

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

Assignor: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

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

100 railcars: HWCX 5000 – HWCX 5099, inclusive.

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

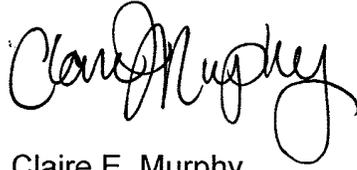
Memorandum of Assignment of Railcar Lease.

Section Chief
May 16, 2016
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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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

dated as of May 16, 2016

between

MIDWEST RAILCAR CORPORATION,
as Assignee

and

BB&T EQUIPMENT FINANCE CORPORATION
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on May ____, 2016 at ____: ____ .m.

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of May 16, 2016 is between BB&T EQUIPMENT FINANCE CORPORATION (successor-in-interest to Midwest Railcar Corporation (the "Original Lessor")) (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Original Lessor, as lessor, has leased to Halliburton Energy Services, Inc., as lessee (the "Lessee"), one-hundred (100) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #1 dated as of November 30, 2010, as amended by the First Amendment of Schedule #1 dated as of July 19, 2011, each by and between Original Lessor, as lessor, and Lessee, as lessee (the "Schedule #1"), to the Master Railcar Lease Agreement, dated as of November 30, 2010, by and between Original Lessor, as lessor and Lessee (collectively, as amended, the "Lease").

B. A Memorandum of Schedule #1 to Master Railcar Lease Agreement was entered into by Original Lessor and Lessee as of November 30, 2010.

C. The Original Lessor, as assignor, and the Assignor, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of August 3, 2011, pursuant to which the Original Lessor assigned to the Assignor the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

D. A Memorandum of Assignment of Railcar Lease as to Schedule #1 was recorded with the Surface Transportation Board on August 3, 2011, under Recordation No. 29851.

E. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

F. The parties hereto wish to show for public record this Memorandum 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 counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signatures appear on the following pages]

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

BB&T EQUIPMENT FINANCE CORPORATION
as Assignor

By: [Signature] (SEAL)
Name:
Title: **STEPHEN GRAY**
Senior Vice President

STATE OF MARYLAND)
) SS:
COUNTY OF BALTIMORE)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of BALTIMORE this 12th day of May, 2016 by STEPHEN GRAY, as SENIOR VICE PRESIDENT of BB&T EQUIPMENT FINANCE CORPORATION, a North Carolina corporation.

Claire S. Foshee
Notary Public

My commission expires: 10/26/2019

[Notarial Seal]

CLAIRE S. FOSHEE
Notary Public
Baltimore County
Maryland
My Commission Expires Oct. 26, 2019

Schedule 1

to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One Hundred (100) railcars bearing the following reporting marks and numbers:

HWCX 5000 – HWCX 5099, inclusive.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: May 16, 2016



Claire E. Murphy