

RECORDATION NO. 25674-B
FILED

OCT 23 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W

SUITE 301

WASHINGTON, D C

20036

(202) 393-2286

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 October 23, 2009, 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 Lease previously filed with the Board under Recordation Number 25674

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

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

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

Anne K. Quinlan, Esquire
October 23, 2009
Page 2

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

207 mill gondola cars within the series CTRN 501117 - CTRN 501350

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

Memorandum of Assignment

Also enclosed is a check in the amount of \$41 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 "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 25674-B FILED

OCT 23 '09 11 30 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 23rd day of October, 2009 and effective as of September 30, 2009 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 Lease Schedule dated as of September 30, 2009 pursuant to, and which incorporates the terms of, that certain Master Assignment Agreement dated as of February 27, 2009 (collectively, the "Assignment");

WHEREAS, General Electric Railcar Services Corporation ("GE"), as Lessor, and Union Pacific Railroad Company (as successor-in-interest to Southern Pacific Transportation Company), as Lessee ("Lessee"), executed that certain Rider No. 3, Car Set # 2 dated as of November 1, 2004 (the "Schedule"), which incorporates by reference that certain Rail Car Net Lease Agreement 8068-01 dated as of February 2, 1996 by and between GE and Lessee (the "Lease") relating to certain mill gondolas, including those mill gondolas described on Schedule A attached hereto and made a part hereof (the "Equipment");

WHEREAS, pursuant to that certain Assignment Agreement dated as of June 30, 2005 by and between GE and the Assignor, GE agreed to sell the Equipment and certain other railcars to the Assignor and to assign all of its rights, title, interest and obligations of GE in, to and under the Schedule, and to the extent related thereto, the Lease as described in a Memorandum of Assignment of Lease, dated as of June 30, 2005 filed with the Surface Transportation Board on June 30, 2005 and assigned Recordation No. 25674;

WHEREAS, pursuant to the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under the Equipment, the Schedule, and the Lease (to the extent related to the Schedule and/or the Equipment); and

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]

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: Anita L. Garfagnoli
Name: Anita L. Garfagnoli
Title: Vice President

Assignee:
MIDWEST RAILCAR CORPORATION

By: _____
Richard M. Folio
Executive Vice President

ACKNOWLEDGMENT

State of California
County of San Francisco

On 10/22/09 before me, Eileen U. Harwell, Notary Public
(insert name and title of the officer)

personally appeared Anita L. Garbagwali
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct

WITNESS my hand and official seal



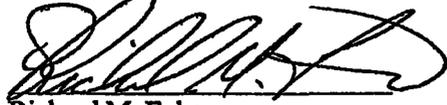
Signature Eileen U. Harwell (Seal)

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. 
Richard M. Folio
Executive Vice President**

STATE OF Maryland
COUNTY OF Baltimore) ss.

On this 23rd day of October, 2009, 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.

[Seal]

Tracy V. Blackwell
Notary Public

My Commission expires:

TRACY V BLACKWELL
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires December 7, 2009

Schedule A

(Please see attached)

Set #2

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Car Mark</u>
1	CTRN 501250
2	CTRN 501228
3	CTRN 501129
4	CTRN 501154
5	CTRN 501229
6	CTRN 501345
7	CTRN 501242
8	CTRN 501171
9	CTRN 501330
10	CTRN 501214
11	CTRN 501184
12	CTRN 501177
13	CTRN 501297
14	CTRN 501256
15	CTRN 501207
16	CTRN 501254
17	CTRN 501314
18	CTRN 501193
19	CTRN 501188
20	CTRN 501329
21	CTRN 501221
22	CTRN 501128
23	CTRN 501301
24	CTRN 501204
25	CTRN 501331
26	CTRN 501257
27	CTRN 501312
28	CTRN 501335
29	CTRN 501190
30	CTRN 501288
31	CTRN 501346
32	CTRN 501227
33	CTRN 501316
34	CTRN 501223
35	CTRN 501119
36	CTRN 501118
37	CTRN 501321
38	CTRN 501338
39	CTRN 501172
40	CTRN 501159
41	CTRN 501293
42	CTRN 501232
43	CTRN 501244
44	CTRN 501234
45	CTRN 501163
46	CTRN 501140
47	CTRN 501310
48	CTRN 501182
49	CTRN 501178
50	CTRN 501249

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Car Mark</u>
51	CTRN 501209
52	CTRN 501307
53	CTRN 501306
54	CTRN 501325
55	CTRN 501225
58	CTRN 501200
57	CTRN 501294
58	CTRN 501255
59	CTRN 501123
60	CTRN 501228
61	CTRN 501285
62	CTRN 501150
63	CTRN 501299
64	CTRN 501155
65	CTRN 501323
66	CTRN 501210
67	CTRN 501341
68	CTRN 501174
69	CTRN 501205
70	CTRN 501168
71	CTRN 501161
72	CTRN 501134
73	CTRN 501131
74	CTRN 501127
75	CTRN 501181
76	CTRN 501170
77	CTRN 501326
78	CTRN 501230
79	CTRN 501251
80	CTRN 501142
81	CTRN 501247
82	CTRN 501218
83	CTRN 501121
84	CTRN 501185
85	CTRN 501124
86	CTRN 501334
87	CTRN 501235
88	CTRN 501197
89	CTRN 501153
90	CTRN 501173
91	CTRN 501258
92	CTRN 501201
93	CTRN 501156
94	CTRN 501122
95	CTRN 501231
96	CTRN 501224
97	CTRN 501222
98	CTRN 501145
99	CTRN 501240
100	CTRN 501160

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Car Mark</u>
101	CFRN 501292
102	CFRN 501143
103	CFRN 501179
104	CFRN 501138
105	CFRN 501340
106	CFRN 501311
107	CFRN 501141
108	CFRN 501349
109	CFRN 501130
110	CFRN 501175
111	CFRN 501252
112	CFRN 501236
113	CFRN 501246
114	CFRN 501125
115	CFRN 501337
116	CFRN 501216
117	CFRN 501343
118	CFRN 501192
119	CFRN 501296
120	CFRN 501208
121	CFRN 501120
122	CFRN 501300
123	CFRN 501149
124	CFRN 501333
125	CFRN 501288
126	CFRN 501320
127	CFRN 501259
128	CFRN 501199
129	CFRN 501289
130	CFRN 501196
131	CFRN 501148
132	CFRN 501158
133	CFRN 501287
134	CFRN 501186
135	CFRN 501133
136	CFRN 501322
137	CFRN 501298
138	CFRN 501139
139	CFRN 501253
140	CFRN 501184
141	CFRN 501350
142	CFRN 501295
143	CFRN 501137
144	CFRN 501324
145	CFRN 501243
146	CFRN 501167
147	CFRN 501327
148	CFRN 501152
149	CFRN 501211
150	CFRN 501169

.....

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Car Mark</u>
151	CFRN 501203
152	CFRN 501157
153	CFRN 501191
154	CFRN 501308
155	CFRN 501328
156	CFRN 501241
157	CFRN 501215
158	CFRN 501302
159	CFRN 501304
160	CFRN 501165
161	CFRN 501189
162	CFRN 501248
163	CFRN 501198
164	CFRN 501344
165	CFRN 501238
166	CFRN 501303
167	CFRN 501315
168	CFRN 501319
169	CFRN 501166
170	CFRN 501144
171	CFRN 501290
172	CFRN 501212
173	CFRN 501233
174	CFRN 501342
175	CFRN 501347
176	CFRN 501202
177	CFRN 501135
178	CFRN 501187
179	CFRN 501245
180	CFRN 501213
181	CFRN 501126
182	CFRN 501146
183	CFRN 501138
184	CFRN 501348
185	CFRN 501194
186	CFRN 501117
187	CFRN 501220
188	CFRN 501336
189	CFRN 501332
190	CFRN 501309
191	CFRN 501176
192	CFRN 501313
193	CFRN 501132
194	CFRN 501180
195	CFRN 501206
196	CFRN 501305
197	CFRN 501195
198	CFRN 501339
199	CFRN 501219
201	CFRN 501291
202	CFRN 501217
203	CFRN 501239
204	CFRN 501183
205	CFRN 501147
206	CFRN 501162
207	CFRN 501318

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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. 10/23/09



Robert W Alvord