

LAW OFFICES OF
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March 25, 2011

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

RECORDATION NO. 29644- **J** FILED

MAR 25 '11 -11 5 9 AM

Dear Ms. Brown:

SURFACE TRANSPORTATION BOARD

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

The document is a Memorandum of Lease Agreement, a secondary document, dated as of March 25, 2011. The primary document to which this is connected is recorded under Recordation Number 29644. We request that this document be recorded under Recordation Number 29644-J.

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

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Everest Railcar Services, Inc.
1391 Plaza Place, Suite C
Springdale, AR 72764

A description of the equipment covered by the Memorandum of Lease Agreement consists of 50 rail cars numbered HWCX 3351-3400, inclusive.

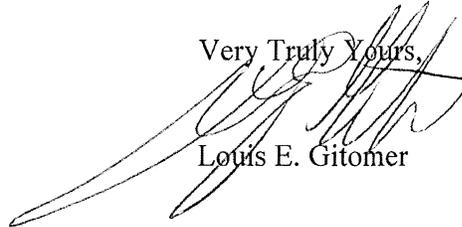
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
March 25, 2011
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Everest Railcar Services, Inc., 1391 Plaza Place, Suite C, Springdale, AR 72764, covering 50 rail cars numbered HWCX 3351-3400, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', written over the typed name below.

Louis E. Gitomer

Enclosure

29644-J

RECORDATION NO. _____ FILED

MAR 25 '11 -11 59 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of March 25, 2011

between

EVEREST RAILCAR SERVICES, INC.,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

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

on _____, 2011 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 25, 2011, by and between EVEREST RAILCAR SERVICES, INC. ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of March 4, 2011, and Schedule No. 90006 thereto and incorporating the terms thereof, dated as of March 25, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

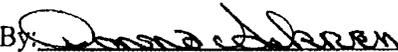
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Donna Askren
Title: Assistant Vice President

EVEREST RAILCAR SERVICES, INC.

By: 
Name: Allan Lindy
Title: Financial Manager

STATE OF Georgia,
COUNTY OF Dekalb,
TO WIT:

On this 25th day of March before me appeared Donna Coleman, to me personally known, who being by me duly sworn, says that she/he is the Assistant Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on March 25, 2011 on behalf of said corporation by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Shenita V. Jones
Notary Public

My commission expires:

October 21, 2012

SHENITA V. JONES
NOTARY PUBLIC
Dekalb County - State of Georgia
My Comm. Expires Oct. 21, 2012

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 2011

CURRENT MARK	CURRENT NUMBER	CURRENT MARK	CURRENT NUMBER
HWCX	003351	HWCX	003376
HWCX	003352	HWCX	003377
HWCX	003353	HWCX	003378
HWCX	003354	HWCX	003379
HWCX	003355	HWCX	003380
HWCX	003356	HWCX	003381
HWCX	003357	HWCX	003382
HWCX	003358	HWCX	003383
HWCX	003359	HWCX	003384
HWCX	003360	HWCX	003385
HWCX	003361	HWCX	003386
HWCX	003362	HWCX	003387
HWCX	003363	HWCX	003388
HWCX	003364	HWCX	003389
HWCX	003365	HWCX	003390
HWCX	003366	HWCX	003391
HWCX	003367	HWCX	003392
HWCX	003368	HWCX	003393
HWCX	003369	HWCX	003394
HWCX	003370	HWCX	003395
HWCX	003371	HWCX	003396
HWCX	003372	HWCX	003397
HWCX	003373	HWCX	003398
HWCX	003374	HWCX	003399
HWCX	003375	HWCX	003400