

RECORDATION NO. 30277  
FILED July 2, 2012 11:20 AM  
SURFACE TRANSPORTATION BOARD

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July 2, 2012

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 Form of Memorandum of Assignment of Railcar Lease, dated as of June 25, 2012, 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 document are:

Assignor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, Illinois 62062
Assignee:	PNC Equipment Finance, LLC One PNC Plaza, 10th Floor 295 Fifth Avenue Pittsburgh, Pennsylvania 15222

Section Chief  
July 2, 2012  
Page 2

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

100 railcars: HWCX 5300 - HWCX 5399.

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

Form of Memorandum of Assignment of Railcar Lease.

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 "Edward M. Luria". The signature is written in a cursive style with a small "c" above the "L" in "Luria".

Edward M. Luria

EML/bhs  
Enclosures

EXHIBIT E  
to Purchase and Sale Agreement

**FORM OF MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 25 2012 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and PNC EQUIPMENT FINANCE, LLC (the "Assignee").

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

A. The Assignor, as lessor, has leased to Halliburton Energy Services, Inc., a California corporation, as lessee (the "Lessee"), one-hundred (100) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #5 dated May 13, 2011, as amended by the First Amendment of Schedule #5 dated as of June 19, 2012 (as so amended, the "Schedule"), to the Master Railcar Lease Agreement dated November 30, 2010, each by and between Seller, as lessor, and the Lessee, as lessee (collectively, the "Lease").

B. 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 as 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.

C. 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.

PNC EQUIPMENT FINANCE, LLC  
("Assignee")

By: [Signature] (SEAL)

Name: Cheree F. Kurela

Title: Vice President

STATE OF Pennsylvania ) SS  
COUNTY OF Allegheny )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Allegheny this \_\_\_ day of June, 2012 by Cheree F. Kurela, as a Vice President of PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company.

[Signature]  
Notary Public

My commission expires: 11-15-2015

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Kristi Anne Gedid, Notary Public  
City of Pittsburgh, Allegheny County  
My Commission Expires Nov. 15, 2015  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES



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

PNC EQUIPMENT FINANCE, LLC  
("Assignee")

By: [Signature] (SEAL)  
Name: Chere F. Kurela  
Title: Vice President

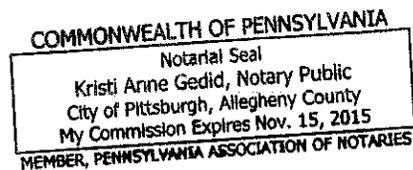
STATE OF Pennsylvania ) SS  
COUNTY OF Allegheny )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Allegheny this      day of June 2012 by Chere F. Kurela as a Vice President of PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company.

[Signature]  
Notary Public

My commission expires: 11-15-2015

[Notarial Seal]





Schedule 1  
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

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

HWCX 5300 through HWCX 5399, Inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7-2-12

Edward M Luria  
Edward M. Luria