

RECORDATION NO 30281 FILED  
July 06, 2012 09:28 AM  
SURFACE TRANSPORTATION BOARD  
LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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July 6, 2012

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

Dear Ms. Brown:

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 Master Lease, a primary document, dated as of June 22, 2012. We request that this document be given the next available recordation number.

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

Lessor:

BOK Financial Equipment Finance, Inc.  
5956 Sherry Lane, Suite 600  
Dallas, TX 75225

Lessee:

Everest Railcar Services  
2704 Otis Corley Drive  
Bentonville, AR 72712

A description of the equipment covered by the Memorandum of Master Lease consists of 10 covered hopper cars numbered EAMX 6850, 6859, 6862, 6870, 6896, 6907, 6910, 6935, 6938, and 6949.

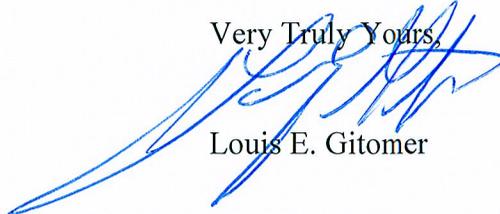
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

Ms. Cynthia T. Brown  
July 6, 2012  
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A short summary of the document to appear in the index follows: a Memorandum of Master Lease between BOK Financial Equipment Finance, Inc., 5956 Sherry Lane, Suite 600, Dallas, TX 75225, and Everest Railcar Services, 2704 Otis Corley Drive, Bentonville, AR 72712, covering 10 covered hopper cars numbered EAMX 6850, 6859, 6862, 6870, 6896, 6907, 6910, 6935, 6938, and 6949.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF MASTER LEASE**

THIS MEMORANDUM OF MASTER LEASE AND COLLATERAL ASSIGNMENT (this "Memorandum"), dated as of June 22, 2012 is by and between BOK FINANCIAL EQUIPMENT FINANCE, INC., an Oklahoma corporation ("Lessor"), with offices at 5956 Sherry Lane, Suite 600, Dallas, Texas 75225, and EVEREST RAILCAR SERVICES, an Arkansas corporation ("Lessee"), with offices at 2704 Otis Corley Drive, Bentonville, Arkansas 72712; hereinafter, Lessor and Lessee are collectively referred to as "the Parties":

WHEREAS, the Parties entered into that certain Master Lease Agreement dated June 22, 2012 and a related Collateral Assignment of Lease also dated as of June 22, 2012, both of said documents being incorporated herein by reference and collectively referred to herein as the "Lease," whereby, among other things, Lessor leased to Lessee, and Lessee leased from Lessor, those certain ten (10) C214 Covered Hopper Railcars built by ACF in 1978, bearing car numbers EAMX 6907, EAMX 6859, EAMX 6910, EAMX 6935, EAMX 6850, EAMX 6896, EAMX 6862, EAMX 6870, EAMX 6949, and EAMX 6938, together with all replacement parts, additions, modifications, repairs, and accessories incorporated therein and/or attached thereto; and

WHEREAS, the Parties find it desirable to place of record the existence of the Lease in the public files maintained by the Surface Transportation Board under the provisions of 49 U.S.C. §11301.

NOW THEREFORE, in consideration of these premises and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. This Memorandum is entered into by the Parties for the purpose of placing of public record the existence of the Lease.
2. This Memorandum may be executed in multiple counterparts which, when taken together, shall constitute but a single document.

IN WITNESS WHEREOF, the Parties hereto have caused this document to be executed  
as of the date first hereinabove written.

BOK FINANCIAL EQUIPMENT FINANCE, INC.,  
as Lessor

By: \_\_\_\_\_  
Zane Burgess, SVP

EVEREST RAILCAR SERVICES, INC.,  
as Lessee

By: \_\_\_\_\_  
Steven J. Hendricks, President

IN WITNESS WHEREOF, the Parties hereto have caused this document to be executed  
as of the date first hereinabove written.

BOK FINANCIAL EQUIPMENT FINANCE, INC.,  
as Lessor

By:   
\_\_\_\_\_  
Zane Burgess, SVP

EVEREST RAILCAR SERVICES, INC.,  
as Lessee

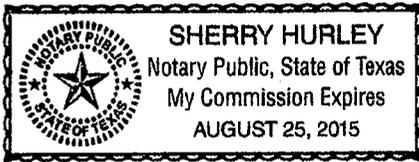
By: \_\_\_\_\_  
Steven J. Hendricks, President

STATE OF TEXAS §

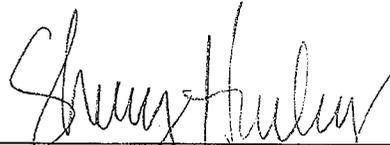
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COUNTY OF DALLAS §

On this 5th day of July, 2012 before me personally appeared Zane Burgess, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of BOK Financial Equipment Finance, Inc., an Oklahoma corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notary Seal)

  
\_\_\_\_\_  
Notary Public in and for the State of Texas

STATE OF Arkansas

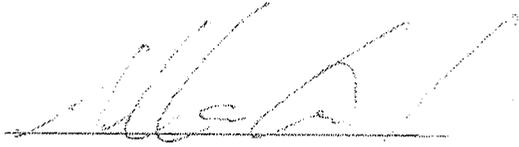
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COUNTY OF Washington

§

§

On this 5<sup>th</sup> day of July, 2012 before me personally appeared Steven J. Hendricks, to me personally known, who being by me duly sworn, says that he is the President of Everest Railcar Services, Inc., an Arkansas corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public in and for the State of

Arkansas

My Commission Expires: Nov 16, 2015

(Notary Seal)

