

RECORDATION NO 29644-L FILED
August 01, 2013 09:40 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 1, 2013

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, dated as of July 31, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29644.

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

Section Chief
August 1, 2013
Page 2

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

196 hopper railcar within the series HWCX 3201 – HWCX 3400 as more particularly set forth on the attachment to the document.

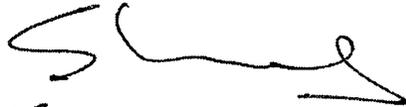
A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 29644-L FILED
August 01, 2013 09:40 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 31st day of July 2013 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Tucker, 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 Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of February 27, 2009 (the "Assignment");

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's rights, title and interest in and to:

1. the following lease schedules, each between Assignor, as Lessor, and Everest Railcar Services, Inc., as Lessee (collectively, the "Schedules"), and each entered into pursuant to that certain Rail Equipment Net Leasing Agreement (No. 2181209000) dated as of January 6, 2011 by and between Assignor and Lessee (collectively with such Rail Equipment Net Leasing Agreement, but only as it is incorporated by reference in the Schedules, the "Leases") relating to one hundred ninety-six (196) 3258 cf covered hopper railcars bearing reporting marks and numbers listed on Schedule A attached hereto and made a part hereof (collectively, the "Equipment");

- A. Schedule to Rail Equipment Net Leasing Agreement (Schedule No. 90001), dated as of January 24, 2011 ("Schedule No. 1"),
- B. Schedule to Rail Equipment Net Leasing Agreement (Schedule No. 90002), dated as of February 1, 2011 ("Schedule No. 2"),
- C. Amended and Restated Schedule to Rail Equipment Net Leasing Agreement (Schedule No. 90003), dated as of February 7, 2011 ("Schedule No. 3"),
- D. Amended and Restated Schedule to Rail Equipment Net Leasing Agreement (Schedule No. 90004), dated as of February 22, 2011 ("Schedule No. 4"),
- E. Amended and Restated Schedule to Rail Equipment Net Leasing Agreement (Schedule No. 90005), dated as of March 4, 2011 ("Schedule No. 5"),
- F. Amended and Restated Schedule to Rail Equipment Net Leasing Agreement (Schedule No. 90006), dated as of March 21, 2011 ("Schedule No. 6"), and

2. the Subleasing Consent and Amendment dated as of February 8, 2011 between Assignor and Lessee pursuant to which Lessee granted to Assignor a security interest (the "Sublease Assignments") in the subleases of the Equipment and proceeds thereof (collectively, "Subleases").

Memoranda of the Schedules and the Sublease Assignments were recorded with the Surface Transportation Board under the following recordation numbers:

- A. Memorandum of Lease Agreement, dated as of February 14, 2011, between Lessor and Lessee (Recordation No. 29644) re: Schedule 001

- B. Memorandum of Assignment of Subleases, dated as of February 14, 2011, between Lessor and Lessee (Recordation No. 29644-A) re: Schedule 001
- C. Memorandum of Lease Agreement, dated as of February 14, 2011, between Lessor and Lessee (Recordation No. 29644-B) re: Schedule 002
- D. Memorandum of Assignment of Subleases, dated as of February 14, 2011, between Lessor and Lessee (STB Recordation No. 29644-C) re: Schedule 002
- E. Memorandum of Lease Agreement, dated as of February 14, 2011, between Lessor and Lessee (STB Recordation No. 29644-D) re: Schedule 003
- F. Memorandum of Assignment of Subleases, dated as of February 14, 2011, between Lessor and Lessee (29644-E) re: Schedule 003(copy)
- G. Memorandum of Lease Agreement, dated as of February 28, 2011, between Lessor and Lessee (Recordation No. 29644-F) re: Schedule 004
- H. Memorandum of Assignment of Subleases, dated as of February 28, 2011, between Lessor and Lessee (Recordation No.29644-G) re: Schedule 004
- I. Memorandum of Lease Agreement, dated as of March 7, 2011, between Lessor and Lessee (Recordation No. 29644-H) re: Schedule 005
- J. Memorandum of Assignment of Subleases, dated as of March 5, 2011, between Lessor and Lessee (Recordation No. 29644-I) re: Schedule 005
- K. Memorandum of Lease Agreement, dated as of March 25, 2011, between Lessor and Lessee (Recordation No.29644-J) re: Schedule 006
- L. Memo of Assignment of Subleases with an effective date of March 25, 2011, between Lessor and Lessee (Recordation No. 29644-K) re: Schedule 006

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 Leases, Subleases, and the Equipment subject thereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

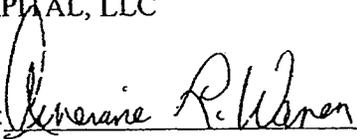
The terms and provisions of the Assignment are more particularly set forth in the Assignment referenced above.

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: 
Name: Annemarie L. Warren
Title: Vice President

Assignee:
MIDWEST RAILCAR CORPORATION

By: _____
Richard M. Folio
Executive Vice President

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

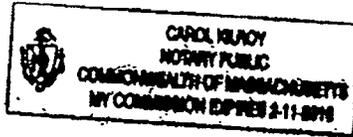
STATE OF Massachusetts
) ss.
COUNTY OF Suffolk)

On this 31st day of JULY, 20__ before me appeared Annemarie Weber the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Carol Kelly
Notary Public

My Commission expires:



STATE OF _____)
) ss.
COUNTY OF _____)

On this ___ day of _____, 20__, 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.

(official signature and seal of notary)

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of March, 20__ before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

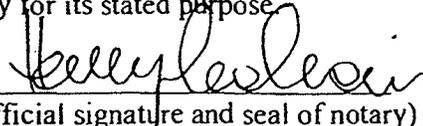
[Seal]

Notary Public

My Commission expires:

STATE OF MARYLAND)
CITY) ss.
COUNTY OF BALTIMORE)

On this 7th day of June, 2013, 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.


(official signature and seal of notary)

HENRYKA W. GRYC
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~ 7/8/14

SCHEDULE A
TO MEMORANDUM OF ASSIGNMENT

Schedule No. 1:

Twenty-Five (25) CF 3258 covered hopper cars bearing the following marks and numbers (inclusive):

HWCX 003201-003225

Schedule No. 2:

Twenty-Two (22) hopper cars bearing the following marks and numbers (inclusive):

HWCX 003226-003230

HWCX 003232-003234

HWCX 003236-003238

HWCX 003240-003250

Schedule No. 3:

Twenty-Four (24) hopper railcars bearing the following marks and numbers (inclusive):

HWCX 003251-003255

HWCX 003257-003275

Schedule No. 4:

Twenty-Five (25) hopper railcars bearing the following marks and numbers (inclusive):

HWCX 003276-003300

Schedule No. 5:

Fifty (50) CF 3258 hopper cars bearing the following marks and numbers (inclusive):

HWCX 003301-003350

Schedule No. 6:

Fifty (50) CF 3258 hopper cars bearing the following marks and numbers (inclusive):

HWCX 003351-003400

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: 8/1/13

Edward M Luria
Edward M. Luria