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February 28, 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-F
FILED

FEB 28 '11 -2 12 PM

Dear Ms. Brown:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing 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 February 28, 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-F.

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 25 rail cars numbered HWCX 3276-3300, inclusive.

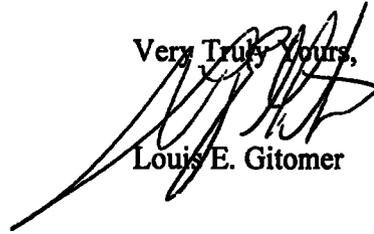
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
February 28, 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 25 rail cars numbered HWCX 3276-3300, inclusive.

Very Truly Yours,

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

Louis E. Gitomer

Enclosure

RECORDATION NO. 29644-F **FILED**

FEB 28 '11 -2 12 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 28, 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 February 28, 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 January 6, 2011, and Schedule No. 004 thereto and incorporating the terms thereof, dated as of February 22, 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

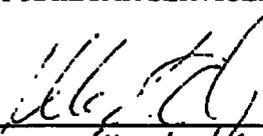
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: Allen Lindy
Title: Everest Manager

STATE OF Georgia)
) ss.
COUNTY OF DeKalb)

I HEREBY CERTIFY, that on this 28 day of February, 2011, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Donna Askren, who acknowledged herself/himself to be the Asst. Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Asst. Vice President of said company by signing the name of the company by herself/himself as the Asst. Vice President.

AS WITNESS my hand and 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 10/21/2012

STATE OF Arkansas)
COUNTY OF Washington) ss.

I HEREBY CERTIFY, that on this 22 day of February, 2011, before me, the undersigned, a Notary Public of the State of Arkansas, personally appeared Allan Lindy, who acknowledged himself to be the Financial Manager of EVEREST RAILCAR SERVICES, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said company by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Kristie Hendricks
Notary Public

My commission expires: 1/1/2016.



EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 201

Prev Mark	Prev Num	Curr Mark	Curr Num
		HWCX	003276
		HWCX	003277
		HWCX	003278
		HWCX	003279
		HWCX	003280
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