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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-K **FILED**

MAR 25 '11 -12 02 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown:

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 Assignment of Subleases, 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-K.

The names and addresses of the parties to the Memorandum of Assignment of Subleases 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 Assignment of Subleases consists of 50 rail cars numbered HWCX 3351-3400, inclusive.

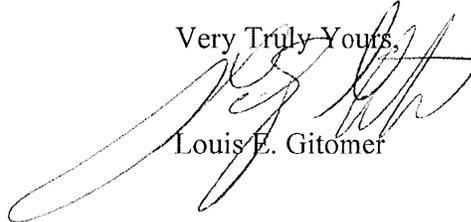
A fee of \$41.00 is enclosed. Please return one copy by email to:

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 Assignment of Subleases 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-K
RECORDATION NO. _____ FILED

MAR 25 '11 -12 0 2 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

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 _____, 201__ at ____: ____ .m.

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective 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:

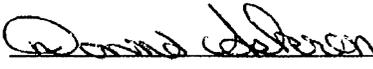
Lessee, as lessee, Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of Jan 6, 2011 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor, a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) to the extent the same relate to the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

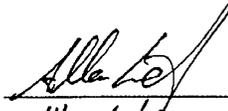
[*signatures appear on next page*]

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

Banc of America Leasing & Capital, LLC

EVEREST RAILCAR SERVICES, INC.

By: 
Name: Donna Askren
Title: Assistant Vice President

By: 
Name: Allan Lindy
Title: Financial Manager

STATE OF Arkansas
COUNTY OF Washington,
TO WIT:

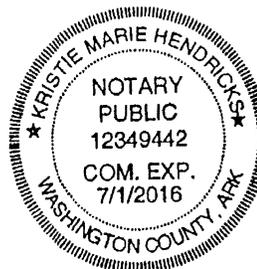
On this 2nd day of March before me appeared Allan Lindy to me personally known, who being by me duly sworn, says that he/she is the Financial Manager of EVEREST RAILCAR SERVICES, INC., that said instrument was signed on March 21, 2011 on behalf of said corporation by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kristie M. Hendricks
Notary Public

[Notarial Seal]

My commission expires:

7/1/2016



STATE OF Georgia)
) ss.
COUNTY OF DeKalb)

I HEREBY CERTIFY, that on this 25th day of March, 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/she executed the same for the purposes therein contained as the duly authorized Assistant 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 Oct. 21, 2012
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STATE OF Arkansas)
COUNTY OF Washington) ss.

I HEREBY CERTIFY, that on this 21st day of March, 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 Financial Manager of said company by signing the name of the company by himself as the Financial Manager.

AS WITNESS my hand and notarial seal.

Kristie M. Hendrick
Notary Public

My commission expires: 7/1/2016.

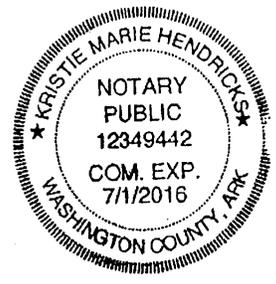


EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 2011

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