

RECORDATION NO. 29851 FEED

AUG 03 '11 -1 05 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 3, 2011

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 of Railcar Lease, dated as of August 3, 2011, 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, IL 62062

Assignee. BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

Section Chief
August 3, 2011
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A description of the railroad equipment covered by the enclosed document
is

100 railcars: HWCX 5000 - HWCX 5099.

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

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 'R. Alvord', with a checkmark to the left of the first letter.

Robert W Alvord

RWA/sem
Enclosures

AUG 03 '11 -1 05 PM

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of August 3, 2011 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and BB&T EQUIPMENT FINANCE CORPORATION (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., as lessee (the "Lessee"), one-hundred (100) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #1 dated as of November 30, 2010, as amended by the First Amendment of Schedule #1 dated as of August 3, 2011, each by and between Assignor, as lessor, and Lessee, as lessee, to the Master Railcar Lease Agreement dated as of November 30, 2010 by and between Assignor, as lessor and Lessee (collectively, as amended, 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.

MIDWEST RAILCAR CORPORATION
as Assignor

By: 
Richard M. Folio
Executive Vice President

STATE OF MARYLAND
City) SS:
COUNTY OF BALTIMORE

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of BALTIMORE this 18th day of July, 2011 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.


Notary Public

My commission expires. 7/18/14

[Notarial Seal]

HENRYKA W. GRYC CPA/IG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~ 7/18/14

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

BB&T EQUIPMENT FINANCE CORPORATION
("Assignee")

By: _____ (SEAL)

Name:
Title:

STEPHEN GRAY
Senior Vice President

STATE OF MARYLAND,
COUNTY OF Baltimore SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 19th day of JULY, 2011 by STEPHEN GRAY, as an SR. VICE PRESIDENT of BB&T EQUIPMENT FINANCE CORPORATION, a North Carolina corporation.

Patricia J. Gillis
Notary Public

My commission expires: 12/4/2012

[Notarial Seal]

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County

Schedule 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

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

HWCX 5000 – HWCX 5099, Inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 8/2/11



Robert W. Alvord