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SURFACE TRANSPORTATION BOARD

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September 4, 2012

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 September 4, 2012, 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: Manufacturers and Traders Trust Company
One Fountain Plaza
Buffalo, NY 14303

Chief, Section of Administration
September 4, 2012
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A description of the railroad equipment covered by the enclosed document is:

150 railcars within the series HWCX 169002 – HWCX 169345 as more particularly set forth in the attachment to the document.

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 \$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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of September 4, 2012 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and MANUFACTURERS AND TRADERS TRUST COMPANY (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 fifty (150) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #6 dated August 23, 2011, 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, as lessee (collectively, 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.

DESCRIPTION OF RAILCARS

One hundred fifty (150) railcars with reporting marks and numbers as follows:

| <u>Car Mark &
Number</u> |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| HWCX169002 | HWCX169068 | HWCX169136 | HWCX169199 | HWCX169266 |
| HWCX169004 | HWCX169069 | HWCX169138 | HWCX169201 | HWCX169270 |
| HWCX169008 | HWCX169073 | HWCX169140 | HWCX169204 | HWCX169271 |
| HWCX169010 | HWCX169078 | HWCX169144 | HWCX169206 | HWCX169272 |
| HWCX169012 | HWCX169081 | HWCX169145 | HWCX169207 | HWCX169274 |
| HWCX169014 | HWCX169085 | HWCX169148 | HWCX169210 | HWCX169276 |
| HWCX169016 | HWCX169088 | HWCX169152 | HWCX169212 | HWCX169280 |
| HWCX169020 | HWCX169090 | HWCX169156 | HWCX169214 | HWCX169282 |
| HWCX169021 | HWCX169091 | HWCX169157 | HWCX169221 | HWCX169287 |
| HWCX169023 | HWCX169093 | HWCX169159 | HWCX169223 | HWCX169295 |
| HWCX169025 | HWCX169094 | HWCX169160 | HWCX169224 | HWCX169303 |
| HWCX169026 | HWCX169095 | HWCX169161 | HWCX169227 | HWCX169305 |
| HWCX169028 | HWCX169098 | HWCX169162 | HWCX169228 | HWCX169310 |
| HWCX169029 | HWCX169102 | HWCX169168 | HWCX169229 | HWCX169312 |
| HWCX169033 | HWCX169103 | HWCX169169 | HWCX169233 | HWCX169313 |
| HWCX169034 | HWCX169104 | HWCX169172 | HWCX169236 | HWCX169314 |
| HWCX169035 | HWCX169107 | HWCX169173 | HWCX169237 | HWCX169316 |
| HWCX169037 | HWCX169108 | HWCX169176 | HWCX169239 | HWCX169317 |
| HWCX169038 | HWCX169110 | HWCX169178 | HWCX169241 | HWCX169318 |
| HWCX169047 | HWCX169112 | HWCX169179 | HWCX169243 | HWCX169319 |
| HWCX169048 | HWCX169113 | HWCX169185 | HWCX169244 | HWCX169320 |
| HWCX169049 | HWCX169114 | HWCX169186 | HWCX169245 | HWCX169324 |
| HWCX169052 | HWCX169118 | HWCX169187 | HWCX169246 | HWCX169327 |
| HWCX169053 | HWCX169120 | HWCX169188 | HWCX169249 | HWCX169328 |
| HWCX169054 | HWCX169124 | HWCX169189 | HWCX169251 | HWCX169329 |
| HWCX169055 | HWCX169127 | HWCX169192 | HWCX169253 | HWCX169334 |
| HWCX169057 | HWCX169130 | HWCX169193 | HWCX169254 | HWCX169335 |
| HWCX169058 | HWCX169132 | HWCX169194 | HWCX169255 | HWCX169338 |
| HWCX169059 | HWCX169134 | HWCX169195 | HWCX169257 | HWCX169341 |
| HWCX169066 | HWCX169135 | HWCX169198 | HWCX169258 | HWCX169345 |

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: 9/4/12

Edward M Luria
Edward M. Luria