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July 29, 2016

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

Dear Ms. Brown:

I have enclosed for efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Railcar Lease, a secondary document, dated as of July 29, 2016. The primary document to which this is connected is recorded under a new Recordation Number. We request that this document be recorded under suffix "A" of the new Recordation Number.

The names and addresses of the parties to the Memorandum of Assignment of Railcar Lease 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

A description of the equipment covered by the Memorandum of Assignment of Railcar Lease consists of 50 railcars numbered MCEX 350254, 350260, and 350284, and MWCX 460118, 460140, 460399, 461191, 461405, 461427, 461513, 462061, 462108, 462196, 462606, 462644, 462666, 462681, 462931, 462951, 462968, 463376, 463377, 463382, 463389, 463390, 463392, 463393, 463394, 463396, 463398, 463399, 463401, 463403, 463404, 463407, 463409, 463410, 463413, 463417, 463418, 463427, 463434, 463440, 463441, 463442, 463444, 463446, 463453, 463455, and 463459.

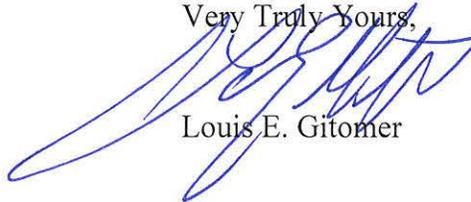
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Railcar Lease between and Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 50 railcars numbered MCEX 350254, 350260, and 350284, and MWCX 460118, 460140, 460399, 461191, 461405, 461427, 461513, 462061, 462108, 462196, 462606, 462644, 462666, 462681, 462931, 462951, 462968, 463376, 463377, 463382, 463389, 463390, 463392, 463393, 463394, 463396, 463398, 463399, 463401, 463403, 463404, 463407, 463409, 463410, 463413, 463417, 463418, 463427, 463434, 463440, 463441, 463442, 463444, 463446, 463453, 463455, and 463459.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)
(Schedule #3 to the Master Railcar Lease Agreement)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this “Memorandum”) dated as of July 29, 2016 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 Honeywell International Inc., as lessee (the “Lessee”), fifty (50) railcars identified on Schedule 1 attached hereto (the “Railcars”) under that certain Schedule #3 to the Master Railcar Lease Agreement dated October 2, 2015, to the Master Railcar Lease Agreement dated August 7, 2015 (collectively, the “Lease”), each by and between the Assignor, as lessor, and the Lessee, as lessee.

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 has 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 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.

BB&T EQUIPMENT FINANCE CORPORATION
("Assignee")

By: _____ (SEAL)

Name:

Title:

STEPHEN GRAY
Senior Vice President

STATE OF MARYLAND)

) SS

COUNTY OF BALTIMORE)

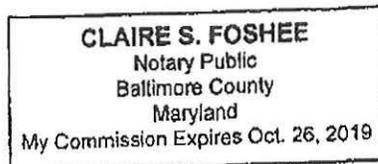
The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 27 day of July, 2016 by Stephen Gray, as a Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, a North Carolina corporation.

Claire S. Foshee

Notary Public

My commission expires: 10-26-19

[Notarial Seal]



Schedule 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Fifty (50) railcars bearing the following reporting marks and numbers:

<u>No.</u>	<u>Reporting Marks and Numbers</u>	<u>No.</u>	<u>Reporting Marks and Numbers</u>
1.	MCEX350254	26.	MWCX463392
2.	MCEX350260	27.	MWCX463393
3.	MCEX350284	28.	MWCX463394
4.	MWCX460118	29.	MWCX463396
5.	MWCX460140	30.	MWCX463398
6.	MWCX460399	31.	MWCX463399
7.	MWCX461191	32.	MWCX463401
8.	MWCX461405	33.	MWCX463403
9.	MWCX461427	34.	MWCX463404
10.	MWCX461513	35.	MWCX463407
11.	MWCX462061	36.	MWCX463409
12.	MWCX462108	37.	MWCX463410
13.	MWCX462196	38.	MWCX463413
14.	MWCX462606	39.	MWCX463417
15.	MWCX462644	40.	MWCX463418
16.	MWCX462666	41.	MWCX463427
17.	MWCX462681	42.	MWCX463434
18.	MWCX462931	43.	MWCX463440
19.	MWCX462951	44.	MWCX463441
20.	MWCX462968	45.	MWCX463442
21.	MWCX463376	46.	MWCX463444
22.	MWCX463377	47.	MWCX463446
23.	MWCX463382	48.	MWCX463453
24.	MWCX463389	49.	MWCX463455
25.	MWCX463390	50.	MWCX463459