

RECORDATION NO. 19155-C FILED

OCT 23 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

October 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of October 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 19155.

The names and addresses of the parties to the enclosed document are.

Assignor: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Atlanta, GA 30084

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

Anne K Quinlan, Esquire
October 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document
is:

38 hopper cars within the series DSIX 2758 - DSIX 2797

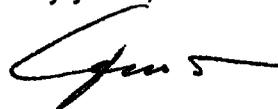
A short summary of the document to appear in the index is:

Memorandum of Assignment

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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

OCT 23 '09 -11 30 AM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 23rd day of October, 2009 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, GA 30084 ("Assignor") and Midwest Railcar Corporation, an Illinois corporation with an address of 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Lease dated as of October 23, 2009 pursuant to, and which incorporates all the terms of, that certain Master Assignment Agreement dated as of February 27, 2009 (collectively, the "Assignment");

WHEREAS, Assignor (successor-in-interest to BA Leasing and Capital Corporation), as Lessor, and Schlumberger Technology Corporation (successor-in-interest to Dowell Schlumberger Incorporated), as Lessee ("Lessee"), executed that certain Lease of Railroad Equipment dated as of December 1, 1994 (as amended by that certain letter dated July 25, 2001 and by that certain Extension Agreement dated as of December 19, 2007, the "Lease") relating to certain 1982 ACF hopper cars as more completely described on Schedule A attached hereto and made a part hereof (the "Equipment");

WHEREAS, pursuant to the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under the Equipment and the Lease; and

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment and the Lease are more particularly set forth in the Assignment and Lease referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[Signature Page Follows]

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

Assignor:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: 
Name: Anita L. Garfagnoli
Title: Vice President

Assignee:
MIDWEST RAILCAR CORPORATION

By: _____
Richard M. Folio
Executive Vice President

ACKNOWLEDGMENT

State of California
County of San Francisco

On 10/22/09 before me, Eileen U. Harwell, Notary Public
(insert name and title of the officer)

personally appeared Anita L. Garfagnoli,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct

WITNESS my hand and official seal.

Signature Eileen U. Harwell (Seal)

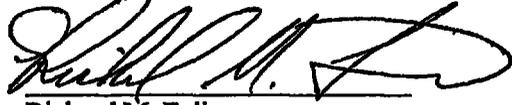


IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: _____
Name: _____
Title: _____

Assignee:
MIDWEST RAIL CAR CORPORATION

By: 
Richard M Folio
Executive Vice President

STATE OF Maryland)
COUNTY OF Baltimore) ss.

On this 23rd day of October, 2009, before me, the undersigned notary public, personally appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

[Seal]

Tracy V. Blackwell
Notary Public

My Commission expires:

TRACY V. BLACKWELL
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires December 7, 2009

Schedule A

(Please see attached)

SCHEDULE A

40 Hopper Cars		38
Original Car	New Car	
Mark	Mark	Car Number
DOWX	DSIX	2758
DOWX	DSIX	2759
DOWX	DSIX	2760
DOWX	DSIX	2761
DOWX	DSIX	2762
DOWX	DSIX	2763
DOWX	DSIX	2764
DOWX	DSIX	2765
DOWX	DSIX	2766
DOWX	DSIX	2767
DOWX	DSIX	2768
DOWX	DSIX	2769
DOWX	DSIX	2770
DOWX	DSIX	2771
DOWX	DSIX	2772
DOWX	DSIX	2773
DOWX	DSIX	2774
DOWX	DSIX	2775
DOWX	DSIX	2776
DOWX	DSIX	2777
DOWX	DSIX	2778
DOWX	DSIX	2779
DOWX	DSIX	2780
DOWX	DSIX	2781
DOWX	DSIX	2782
DOWX	DSIX	2783
DOWX	DSIX	2784
DOWX	DSIX	2785
DOWX	DSIX	2786
DOWX	DSIX	2787
DOWX	DSIX	2788
DOWX	DSIX	2789
DOWX	DSIX	2790
DOWX	DSIX	2791
DOWX	DSIX	2792
DOWX	DSIX	2793
DOWX	DSIX	2794 destroyed 11/1/2002
DOWX	DSIX	2795
DOWX	DSIX	2796
DOWX	DSIX	2797 destroyed 11/1/2002

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:

10/23/09



Robert W. Alvord