

RECORDATION NO 26607-C FILED
August 14, 2013 05:25 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 14, 2013

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, dated as of August 14, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 26579 and the Memorandum of Assignment previously filed under Recordation Number 26607.

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

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

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

Chief, Section of Administration
August 14, 2013
Page 2

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

613 cars within the series CTRN 100075 - CTRN 101000 as more particularly set forth in the equipment schedule attached to the document.

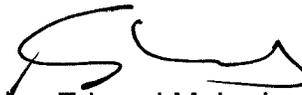
A short summary of the document to appear in the index is:

Memorandum of Assignment.

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

RECORDATION NO 26607-C FILED
August 14, 2013 05:25 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 14th day of August 2013 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Tucker, 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 Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of February 27, 2009 (the "Assignment");

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's rights, title and interest in and to that certain Rider No. 22 dated September 1, 2006 by and between Assignor (as successor-by-merger to LaSalle National Leasing Corporation, which was successor-by-assignment from General Electric Railcar Services Corporation) as lessor, and Union Pacific Railroad Company (as successor to Southern Pacific Transportation Company, "Lessee"), as lessee ("Rider No. 22"), which incorporates therein by reference the terms of that certain Rail Car Net Lease Agreement 8068-01 dated as of February 2, 1996, by and between Assignor, as successor lessor, and Lessee, as lessee (collectively with such Rail Equipment Net Leasing Agreement, but only as it is incorporated by reference in Rider No. 22, the "Lease") relating to 613 covered hopper railcars more specifically described in Schedule A attached hereto and made a part hereof (collectively, the "Equipment"):

Memorandum of the Lease dated as of September 26, 2006 by and between General Electric Railcar Services Corporation and Lessee was recorded with the Surface Transportation Board (the "STB") under the recordation number 26579 and the Memorandum of Assignment of Lease dated September 28, 2006 from General Electric Railcar Services Corporation to LaSalle National Leasing Corporation was recorded with the STB under recordation number 26607.

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, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

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

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: Annemarie L. Warren
Title: Vice President

Assignee:
MIDWEST RAILCAR CORPORATION

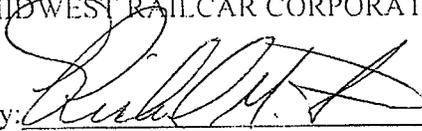
By: _____
Richard M. Folio
Executive Vice President

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: _____

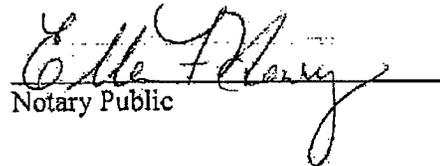
Assignee:
MIDWEST RAILCAR CORPORATION

By: 
Richard M. Folio
Executive Vice President

STATE OF Massachusetts)
) ss.
COUNTY OF Suffolk)

On this 14th day of August, 2013 before me appeared Annemarie L. Warren, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

My Commission expires:

February 3, 2017

STATE OF _____)
) ss.
COUNTY OF _____)

On this ___ day of _____, 20___, 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.

(official signature and seal of notary)

STATE OF _____)
) ss.
COUNTY OF _____)

On this ___ day of _____, 2013 before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My Commission expires:

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this 8th day of August, 2013, 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.

Henry Holley

(official signature and seal of notary)

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2013~~
7/8/14

SCHEDULE A
TO MEMORANDUM OF ASSIGNMENT

Six hundred thirteen (613) Trinity-Built 5127 cubic ft. covered hopper cars, with 286,000-lb gross loading capacity, bearing reporting marks and numbers shown on the attached schedule

[Attach reporting marks and numbers]

Exhibit A

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
1	CTRN	100075	50	CTRN	100190	100	CTRN	100262
2	CTRN	100079	51	CTRN	100191	101	CTRN	100263
3	CTRN	100082	52	CTRN	100192	102	CTRN	100264
4	CTRN	100084	53	CTRN	100193	103	CTRN	100268
5	CTRN	100090	54	CTRN	100194	104	CTRN	100269
6	CTRN	100092	55	CTRN	100195	105	CTRN	100270
7	CTRN	100096	56	CTRN	100196	106	CTRN	100271
8	CTRN	100097	57	CTRN	100197	107	CTRN	100272
9	CTRN	100106	58	CTRN	100198	108	CTRN	100274
10	CTRN	100107	59	CTRN	100199	109	CTRN	100276
11	CTRN	100110	60	CTRN	100200	110	CTRN	100277
12	CTRN	100117	61	CTRN	100202	111	CTRN	100278
13	CTRN	100118	62	CTRN	100203	112	CTRN	100279
14	CTRN	100120	63	CTRN	100204	113	CTRN	100280
15	CTRN	100124	64	NAHX	100207	114	CTRN	100285
16	CTRN	100125	65	CTRN	100208	115	CTRN	100286
17	CTRN	100128	66	CTRN	100210	116	CTRN	100287
18	CTRN	100129	67	CTRN	100213	117	CTRN	100291
19	CTRN	100130	68	CTRN	100214	118	CTRN	100293
20	CTRN	100133	69	CTRN	100216	119	CTRN	100296
21	CTRN	100135	70	CTRN	100218	120	CTRN	100300
22	CTRN	100137	71	CTRN	100219	121	CTRN	100304
23	CTRN	100138	72	CTRN	100223	122	CTRN	100305
24	CTRN	100140	73	CTRN	100225	123	CTRN	100310
25	CTRN	100143	74	CTRN	100226	124	CTRN	100311
26	CTRN	100145	75	CTRN	100228	125	CTRN	100312
27	CTRN	100146	76	CTRN	100229	126	CTRN	100314
28	CTRN	100147	77	CTRN	100230	127	CTRN	100317
29	CTRN	100148	78	CTRN	100231	128	CTRN	100318
30	CTRN	100149	79	CTRN	100232	129	CTRN	100319
31	CTRN	100152	80	CTRN	100234	130	CTRN	100320
32	CTRN	100153	81	CTRN	100235	131	CTRN	100323
33	CTRN	100154	82	CTRN	100236	132	CTRN	100324
34	CTRN	100155	83	CTRN	100239	133	CTRN	100331
35	CTRN	100158	84	CTRN	100241	134	CTRN	100332
36	CTRN	100159	85	CTRN	100243	135	CTRN	100335
37	CTRN	100162	86	CTRN	100244	136	CTRN	100337
38	CTRN	100164	87	CTRN	100246	137	CTRN	100339
39	CTRN	100175	88	CTRN	100247	138	CTRN	100340
40	CTRN	100177	89	CTRN	100249	139	CTRN	100345
41	CTRN	100178	90	CTRN	100250	140	NAHX	100346
42	CTRN	100179	91	CTRN	100251	141	CTRN	100347
43	CTRN	100180	92	CTRN	100252	142	CTRN	100348
44	CTRN	100181	93	CTRN	100253	143	CTRN	100350
45	CTRN	100182	94	CTRN	100254	144	CTRN	100351
46	CTRN	100183	95	CTRN	100255	145	CTRN	100352
47	CTRN	100186	96	CTRN	100256	146	CTRN	100353
48	CTRN	100187	97	CTRN	100258	147	CTRN	100359
49	CTRN	100188	98	CTRN	100260	148	CTRN	100360
			99	CTRN	100261			

Exhibit A (continued)

Unit Count	Car Mark	Car Number	Unit Count	Car Mark	Car Number	Unit Count	Car Mark	Car Number
149	CTRN	100381	199	CTRN	100451	249	CTRN	100524
150	CTRN	100382	200	CTRN	100452	250	CTRN	100526
151	CTRN	100384	201	CTRN	100453	251	CTRN	100530
152	CTRN	100385	202	CTRN	100455	252	CTRN	100531
153	CTRN	100386	203	CTRN	100456	253	CTRN	100532
164	CTRN	100369	204	CTRN	100458	254	CTRN	100534
155	CTRN	100371	205	CTRN	100459	255	CTRN	100537
156	CTRN	100373	206	CTRN	100461	256	CTRN	100538
157	CTRN	100376	207	CTRN	100462	257	CTRN	100540
158	CTRN	100378	208	CTRN	100463	258	CTRN	100542
159	CTRN	100379	209	CTRN	100464	259	CTRN	100544
160	CTRN	100381	210	CTRN	100465	260	CTRN	100547
161	CTRN	100382	211	CTRN	100467	261	CTRN	100549
162	CTRN	100383	212	CTRN	100468	262	CTRN	100551
163	CTRN	100384	213	CTRN	100469	263	CTRN	100552
164	CTRN	100386	214	CTRN	100470	264	CTRN	100553
165	CTRN	100387	215	CTRN	100471	265	CTRN	100555
166	CTRN	100388	216	NAHX	100472	266	CTRN	100556
167	CTRN	100389	217	CTRN	100474	267	CTRN	100558
168	CTRN	100390	218	CTRN	100475	268	CTRN	100561
169	CTRN	100392	219	CTRN	100476	269	CTRN	100562
170	CTRN	100393	220	CTRN	100477	270	CTRN	100563
171	CTRN	100395	221	CTRN	100478	271	CTRN	100564
172	CTRN	100396	222	CTRN	100479	272	CTRN	100567
173	CTRN	100397	223	CTRN	100480	273	CTRN	100568
174	CTRN	100399	224	CTRN	100481	274	CTRN	100570
175	CTRN	100402	225	CTRN	100483	275	CTRN	100571
176	CTRN	100404	226	CTRN	100486	276	CTRN	100572
177	CTRN	100405	227	CTRN	100487	277	CTRN	100573
178	NAHX	100407	228	CTRN	100489	278	CTRN	100576
179	CTRN	100408	229	CTRN	100490	279	CTRN	100577
180	CTRN	100409	230	CTRN	100492	280	CTRN	100579
181	CTRN	100410	231	CTRN	100493	281	CTRN	100581
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194	CTRN	100439	244	CTRN	100517	294	CTRN	100600
195	CTRN	100443	245	CTRN	100518	295	CTRN	100601
196	CTRN	100444	246	CTRN	100520	296	CTRN	100604
197	CTRN	100445	247	CTRN	100521	297	CTRN	100605
198	CTRN	100449	248	CTRN	100522	298	CTRN	100607

Exhibit A (continued)

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
299	CTRN	100608	349	CTRN	100708	399	CTRN	100760
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305	CTRN	100619	355	CTRN	100714	405	CTRN	100766
308	CTRN	100623	356	CTRN	100715	408	CTRN	100767
307	CTRN	100626	357	CTRN	100716	407	CTRN	100768
308	CTRN	100628	358	CTRN	100717	408	CTRN	100769
309	CTRN	100631	359	CTRN	100718	409	CTRN	100770
310	CTRN	100633	360	CTRN	100719	410	CTRN	100771
311	CTRN	100634	361	CTRN	100720	411	CTRN	100773
312	CTRN	100637	362	CTRN	100721	412	CTRN	100774
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314	CTRN	100640	364	CTRN	100724	414	CTRN	100776
315	CTRN	100643	365	CTRN	100725	415	CTRN	100777
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347	CTRN	100706	397	CTRN	100758	447	CTRN	100809
348	CTRN	100707	398	CTRN	100759	448	CTRN	100810

Exhibit A (continued)

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
449	CTRN	100811	499	CTRN	100864	549	CTRN	100915
450	CTRN	100812	500	CTRN	100865	550	CTRN	100916
451	CTRN	100813	501	CTRN	100866	551	CTRN	100917
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453	CTRN	100815	503	CTRN	100868	553	CTRN	100919
454	CTRN	100816	504	CTRN	100869	554	CTRN	100920
455	CTRN	100817	505	CTRN	100870	555	CTRN	100921
456	CTRN	100818	506	CTRN	100871	556	CTRN	100922
457	CTRN	100819	507	CTRN	100872	557	CTRN	100923
458	CTRN	100820	508	CTRN	100873	558	CTRN	100924
459	CTRN	100821	509	CTRN	100874	559	CTRN	100925
460	CTRN	100822	510	CTRN	100875	560	CTRN	100926
461	CTRN	100823	511	CTRN	100876	561	CTRN	100927
462	CTRN	100824	512	CTRN	100877	562	CTRN	100928
463	CTRN	100825	513	CTRN	100878	563	CTRN	100929
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470	CTRN	100832	520	CTRN	100885	570	CTRN	100938
471	CTRN	100833	521	CTRN	100886	571	CTRN	100939
472	CTRN	100834	522	CTRN	100887	572	CTRN	100940
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481	CTRN	100843	531	CTRN	100896	581	CTRN	100949
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483	CTRN	100846	533	CTRN	100898	583	CTRN	100951
484	CTRN	100847	534	CTRN	100899	584	CTRN	100952
485	CTRN	100848	535	CTRN	100900	585	CTRN	100953
486	CTRN	100850	536	CTRN	100901	586	CTRN	100954
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491	CTRN	100855	541	CTRN	100906	591	CTRN	100980
492	CTRN	100856	542	CTRN	100907	592	CTRN	100961
493	CTRN	100857	543	CTRN	100908	593	CTRN	100962
494	CTRN	100858	544	CTRN	100909	594	CTRN	100963
495	CTRN	100859	545	CTRN	100911	595	CTRN	100964
496	CTRN	100860	546	CTRN	100912	596	CTRN	100965
497	CTRN	100862	547	CTRN	100913	597	CTRN	100966
498	CTRN	100863	548	CTRN	100914	598	CTRN	100967

Exhibit A (continued)

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
599	CTRN	100969
600	CTRN	100970
601	CTRN	100971
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605	CTRN	100975
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625	CTRN	100995
626	CTRN	100996
627	CTRN	100997
628	CTRN	100998
629	CTRN	100999
630	CTRN	101000

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: 8-14-13

Edward M Luria
Edward M. Luria