

JULY 21, 2015 02:15 PM

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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

July 21, 2015

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 July 21, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #28 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 31822.

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
25 South Charles Street
Baltimore, MD 21202

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

100 railcars: MWCX 301678 – MWCX 301777

Section Chief
July 21, 2015
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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 \$43.00 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 blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

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 July 21, 2015 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 Badger Mining Corporation, as lessee (the “Lessee”), one hundred (100) Covered Hoppers identified on Schedule 1 attached hereto (the “Railcars”) under that certain Schedule #28 dated as of May 16, 2014, as amended by that certain First Amendment of Schedule #28 dated as of May 4, 2015, each by and between Assignor, as lessor, and Lessee, as lessee, to the Full Service Master Lease Agreement dated as of December 11, 2003 and amended by that certain First Amendment of Full Service Master Lease Agreement dated as of September 22, 2010, each by and between Assignor, as lessor and Lessee, as 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 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)
) 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 16th day of July, 2015 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.



Notary Public

My commission expires: 7/8/18

[Notarial Seal]

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~
7/8/18

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

MANUFACTURERS AND TRADERS TRUST
COMPANY ("Assignee")

By: Robert B. Creed (SEAL)
Name: ROBERT B CREED
Title: Vice President

STATE OF Maryland) SS:
COUNTY OF Anne Arundel)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Anne Arundel this 20th day of July 2015 by Robert B Creed, as a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation.

Diane Klawmeyer
Notary Public

My commission expires: Diane Klawmeyer
Notary Public, A. Co., MD
My Commission Expires 7-14-16

[Notarial Seal]

Schedule 1
to Memorandum of
Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

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

MWCX 301678 – MWCX 301777, Inclusive

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: July 21, 2015



Claire E. Murphy