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

December 23, 2014

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 December 23, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #5 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 31531.

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

Assignor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
Assignee:	Rio Grande Chemical, Ltd. 901 Lindberg Avenue McAllen, TX 78501
[Lessee:	Eagle Mine LLC 4547 County Road 601 Champion, MI 49814, US]

Section Chief
December 23, 2014
Page 2

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

39 covered hopper railcars: MWCX 200518 – MWCX 200556.

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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of December 23, 2014, is between MIDWEST RAILCAR CORPORATION (the "Assignor") and RIO GRANDE CHEMICAL, LTD. (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to Eagle Mine LLC, as lessee (the "Lessee"), thirty-nine (39) railcars identified on Schedule 1 attached hereto under that certain Schedule #5 dated July 10, 2014, amended by that certain First Amendment of Schedule #5 dated as of November 17, 2014 (as amended, "Schedule #5") to that certain Full Service Master Lease Agreement dated as of August 20, 2013 (the "Railcar Lease"; the Schedule #5, together with the Railcar Lease solely as it pertains to Schedule #5, the "Lease"), each by and between Assignor, as lessor, and 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 and Guaranty, 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 and Guaranty.

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.

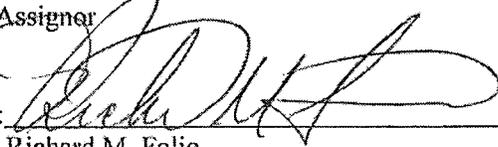
[Signatures appear on the following pages]

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

MIDWEST RAILCAR CORPORATION

as Assignor

By:



Richard M. Folio
Executive Vice President

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 23rd day of December, 2014 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.



Notary Public

My commission expires: 7/3/18

[Notarial Seal]

W. GRYC CRAIG
STATE OF MARYLAND

7/3/18

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

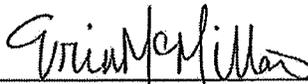
RIO GRANDE CHEMICAL, LTD., as Assignee

By: RIO GRANDE TRANSPORTATION (GP),
L.L.C.,
its General Partner

By:  (SEAL)
Michael Dockman
Chief Executive Officer

STATE OF New York)
COUNTY OF New York) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of New York this 23 day of December, 2014 by Michael Dockman as the Chief Executive Officer of Rio Grande Transportation (GP), L.L.C., the General Partner of Rio Grande Chemical, Ltd., a Texas limited partnership.


Notary Public

My commission expires: 10 | 21 | 2017

[Notarial Seal]

ERIN ELIZABETH MCMILLAN
NOTARY PUBLIC-STATE OF NEW YORK
No. 01MC6291896
Qualified in Kings County
My Commission Expires October 21, 2017

DESCRIPTION OF RAILCARS

Thirty-Nine (39) mill gondola railcars bearing the following reporting marks and numbers:

Reporting Marks and Numbers	Reporting Marks and Numbers
MWCX 200518	MWCX 200538
MWCX 200519	MWCX 200539
MWCX 200520	MWCX 200540
MWCX 200521	MWCX 200541
MWCX 200522	MWCX 200542
MWCX 200523	MWCX 200543
MWCX 200524	MWCX 200544
MWCX 200525	MWCX 200545
MWCX 200526	MWCX 200546
MWCX 200527	MWCX 200547
MWCX 200528	MWCX 200548
MWCX 200529	MWCX 200549
MWCX 200530	MWCX 200550
MWCX 200531	MWCX 200551
MWCX 200532	MWCX 200552
MWCX 200533	MWCX 200553
MWCX 200534	MWCX 200554
MWCX 200535	MWCX 200555
MWCX 200536	MWCX 200556
MWCX 200537	

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: 12/23/2014

Edward M Luria
Edward M. Luria