

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

September 30, 2014

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 e-filing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Assignment of Railcar Lease, a secondary document, dated as of September 30, 2014. The primary document to which this is connected is recorded under Recordation Number 29967. We request that the copy of this document be recorded under Recordation Number 29967-C.

The names and addresses of the parties to the Memorandum of Assignment of Railcar Lease are as follows:

Assignor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Assignee:

Manufacturers and Traders Trust Company
25 South Charles Street, 18th Floor
Baltimore, MD 21201

A description of the equipment covered by the Memorandum of Assignment of Railcar Lease consists of 99 covered hopper cars numbered MCEX 330502-330590, inclusive, and 330592-330601, inclusive.

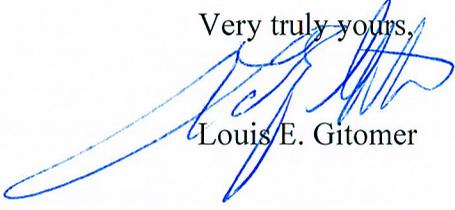
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return a copy by email to:

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 as follows: a Memorandum of Assignment of Railcar Lease dated as of September 30, 2014 between Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, and Manufacturers and Traders Trust Company, 25 South Charles Street, 18th Floor, Baltimore, MD 21201, covering 99 covered hopper cars numbered MCEX 330502-330590, inclusive, and 330592-330601, inclusive.

Very truly yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this “Memorandum”) dated as of September 30, 2014 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”), ninety-nine (99) Covered Hoppers identified on Schedule 1 attached hereto (the “Railcars”) under that certain Schedule #21 dated as of December 17, 2010, as amended by that certain First Amendment of Schedule #21 dated as of October 20, 2011, 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 page]

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)
COUNTY OF Anne Arundel) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Anne Arundel this 24th day of September, 2014 by Robert B Creed, as a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation.

Diane Klasmeyer
Notary Public
Notary Public

My commission expires: My Commission Expires 7-14-16

[Notarial Seal]

Schedule 1
to Memorandum of
Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Ninety-nine (99) Covered Hoppers bearing the following reporting marks and numbers:

Reporting Marks and Numbers	Reporting Marks and Numbers	Reporting Marks and Numbers	Reporting Marks and Numbers
1. MCEX330502	26. MCEX330527	51. MCEX330552	76. MCEX330577
2. MCEX330503	27. MCEX330528	52. MCEX330553	77. MCEX330578
3. MCEX330504	28. MCEX330529	53. MCEX330554	78. MCEX330579
4. MCEX330505	29. MCEX330530	54. MCEX330555	79. MCEX330580
5. MCEX330506	30. MCEX330531	55. MCEX330556	80. MCEX330581
6. MCEX330507	31. MCEX330532	56. MCEX330557	81. MCEX330582
7. MCEX330508	32. MCEX330533	57. MCEX330558	82. MCEX330583
8. MCEX330509	33. MCEX330534	58. MCEX330559	83. MCEX330584
9. MCEX330510	34. MCEX330535	59. MCEX330560	84. MCEX330585
10. MCEX330511	35. MCEX330536	60. MCEX330561	85. MCEX330586
11. MCEX330512	36. MCEX330537	61. MCEX330562	86. MCEX330587
12. MCEX330513	37. MCEX330538	62. MCEX330563	87. MCEX330588
13. MCEX330514	38. MCEX330539	63. MCEX330564	88. MCEX330589
14. MCEX330515	39. MCEX330540	64. MCEX330565	89. MCEX330590
15. MCEX330516	40. MCEX330541	65. MCEX330566	90. MCEX330592
16. MCEX330517	41. MCEX330542	66. MCEX330567	91. MCEX330593
17. MCEX330518	42. MCEX330543	67. MCEX330568	92. MCEX330594
18. MCEX330519	43. MCEX330544	68. MCEX330569	93. MCEX330595
19. MCEX330520	44. MCEX330545	69. MCEX330570	94. MCEX330596
20. MCEX330521	45. MCEX330546	70. MCEX330571	95. MCEX330597
21. MCEX330522	46. MCEX330547	71. MCEX330572	96. MCEX330598
22. MCEX330523	47. MCEX330548	72. MCEX330573	97. MCEX330599
23. MCEX330524	48. MCEX330549	73. MCEX330574	98. MCEX330600
24. MCEX330525	49. MCEX330550	74. MCEX330575	99. MCEX330601
25. MCEX330526	50. MCEX330551	75. MCEX330576	