RECORDATION NO. 26263-F FILED
April 29, 2015 12:30 PM
SURFACE TRANSPORTATION BOARD

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

April 29, 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 August 30, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Numbers 26022 and 26263.

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

Assignor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Assignee: Seagate Rail Partners, LP
523 Turtle Hatch Lane
Naples, Fl 34103

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

50 railcars: MRMX 130076 – MRMX 130126 (excluding MRMX 130122).

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,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of August 30, 2013 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and SEAGATE RAIL PARTNERS, LP (the "Assignee").

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

A. The Assignor, as successor lessor, has leased to US Silica Company, as lessee (the "Lessee"), fifty (50) railcars identified on Schedule 1 attached hereto (the "Railcars") under (i) that certain Schedule #1 dated as of May 31, 2005, as extended by that certain Extension No. 1 to Schedule #1 dated as of August 21, 2012 and effective as of December 1, 2012 (collectively, the "Schedule #1"), and (ii) that certain Schedule #2 dated as of May 31, 2005, as extended by that certain Extension No. 1 to Schedule #2 dated as of August 21, 2012 and effective as of January 1, 2013 (collectively, the "Schedule #2), each by and between Assignor, as lessor and Lessee, (the Schedule #1 and the Schedule #2 are hereinafter referred to herein collectively as the "Schedules") to the Master Railcar Lease Agreement dated as of May 31, 2005, by and between Assignor, as lessor, and Lessee, as lessee (the "Railcar Lease", and the Schedules, together with the Railcar Lease solely as it pertains to the Schedules, 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 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 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.

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. Murphy
President & CEO

STATE OF Illinois)
) SS:
COUNTY OF Madison)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 27th day of August, 2013 by Richard M. Murphy, as President & CEO of Midwest Railcar Corporation, an Illinois corporation.

Karyn F Ward
Notary Public
My commission expires: 5/13/14

[Notarial Seal]

OFFICIAL SEAL
KARYN F WARD
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5/13/14

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

SEAGATE RAIL PARTNERS, LP
("Assignee")
By: Seagate Rail Management, LLC, its General Partner

By: Christopher J. Ballard
Christopher J. Ballard, Member

STATE OF Florida)
) SS:
COUNTY OF Collier)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Collier this 24th day of August, 2013 by Christopher J. Ballard, Member, Seagate Rail Management, LLC, acting in its capacity as General Partner of Seagate Rail Partners, LP, a Florida Limited Partnership.

Notary Public

My commission expires: June 20th, 2015

[Notarial Seal]

ERIC JAMES EBERHARDT JR
Notary Public - State of Florida
My Comm. Expires Jun 20, 2015
Commission # EE 79391
Bonded Through National Notary Assn.

DESCRIPTION OF RAILCARS

Fifty (50) 2700-3000 c.f., 100-ton covered hopper railcars, bearing the following reporting marks and numbers:

Schedule #1 (thirty-two (32) Railcars):

Reporting Mark & Number	Reporting Mark & Number
MRMX130076	MRMX130092
MRMX130077	MRMX130093
MRMX130078	MRMX130094
MRMX130079	MRMX130095
MRMX130080	MRMX130096
MRMX130081	MRMX130097
MRMX130082	MRMX130098
MRMX130083	MRMX130099
MRMX130084	MRMX130100
MRMX130085	MRMX130101
MRMX130086	MRMX130102
MRMX130087	MRMX130103
MRMX130088	MRMX130104
MRMX130089	MRMX130105
MRMX130090	MRMX130106
MRMX130091	MRMX130107

Schedule #2 (eighteen (18) Railcars):

Reporting Mark & Number	Reporting Mark & Number
MRMX130108	MRMX130117
MRMX130109	MRMX130118
MRMX130110	MRMX130119
MRMX130111	MRMX130120
MRMX130112	MRMX130121
MRMX130113	MRMX130123
MRMX130114	MRMX130124
MRMX130115	MRMX130125
MRMX130116	MRMX130126

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: April 29, 2015

Edward M Luria

Edward M. Luria