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

September 2, 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 Lease, dated as of August 29, 2014, 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 Number 29967.

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

Assignor:	Wells Fargo Equipment Finance, Inc., d/b/a Midwest Railcar Capital Equipment Company 4949 Autumn Oaks Drive Maryville, IL 62062
Assignee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
[Lessee:	Badger Mining Corporation 409 S. Church Street Berlin, WI 54923]

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

99 covered hopper railcars: MCEX 330502 – MCEX 330601 (not including MCEX 330591 which has been casualties).

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

Memorandum of Assignment of 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 black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum of Assignment") dated as of August 29, 2014 is between WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY ("Assignor") and MIDWEST RAILCAR CORPORATION ("Assignee").

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

A. Assignor and the lessee identified in Exhibit A attached hereto are parties to that certain lease transaction described in Exhibit A whereby Assignor, as lessor, is leasing the railcars listed in Exhibit A to Lessee, as lessee (the "Lease").

B. The Lease was recorded with the Surface Transportation Board under the recordation number(s) listed on Exhibit A hereto.

C. Pursuant to that certain Assignment of Lessor's Interest in Lease Documents dated the date hereof by and between Assignor and Assignee (the "Assignment"), Assignor assigned to Assignee all of Assignor's right, title and interest in and to the Leases and other documents related thereto and (to the extent arising on or after the date hereof) Assignor's obligations thereunder, as more specifically described in the Assignment.

D. The parties hereto wish to show for public record the assignment of the lessor's interest in the Lease by Assignor to Assignee pursuant to the Assignment by the filing of this Memorandum of Assignment and accordingly have caused this Memorandum of Assignment to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum of Assignment 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 page]

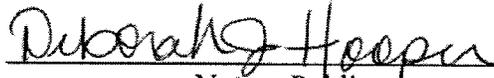
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION
as Assignee

By: 
Richard M. Folio
Executive Vice President

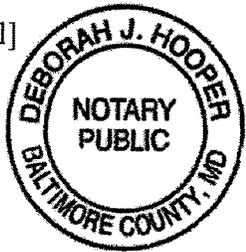
STATE OF MARYLAND)
) SS
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 27th day of August, 2014 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation.


Notary Public

My commission expires: _____

[Notarial Seal]



My Commission Expires
07/11/2018

Exhibit A

**Surface Transportation Board Primary
Recordation Number:**

29967

Lessee:

Lease Documents:

Badger Mining Corporation

1. Full Service Master Lease Agreement effective as of December 11, 2003 by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Finance Company, as lessor (as successor to Midwest Railcar Corporation), and Badger Mining Corporation, as lessee, as amended.
2. Midwest Railcar Corporation - Schedule #21 dated December 17, 2010 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Finance Company, as lessor (as successor to Midwest Railcar Corporation), and Badger Mining Corporation, as lessee, as amended.
3. Memorandum of Schedule #21 to Full Service Master Lease Agreement dated 12/17/10 by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Finance Company, as lessor (as successor to Midwest Railcar Corporation), and Badger Mining Corporation, as lessee, recorded with the Surface Transportation Board under recordation number 29967.
4. Memorandum of Assignment of Railcar Lease dated October 31, 2011 by and between Midwest Railcar Corporation, as assignor, and Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Finance Company, as assignee, recorded with the Surface Transportation Board under recordation number 29967-A.

Railcars Under Lease:

Ninety-Nine (99) 3250 c.f. 286K GRL covered hopper railcars 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

	Reporting Marks and Numbers		Reporting Marks and Numbers		Reporting Marks and Numbers		Reporting Marks and Numbers
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		

The railcar bearing the reporting mark and number MCEX330591 was casualties.

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: 9/2/14

Edward M Luria
Edward M. Luria