

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
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PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

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 Schedule #28 to Full Service Master Lease Agreement, effective as of May 16, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
Lessee:	Badger Mining Corporation 409 S. Church Street Berlin, WI 54928

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

100 railcars: MWCX 301678 – MWCX 301777.

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

Memorandum of Schedule #28 to Full Service Master Lease Agreement.

Chief, Section of Administration
July 21, 2015
Page 2

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

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #28 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

BADGER MINING CORPORATION

as Lessee

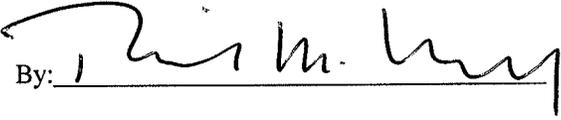
MEMORANDUM OF SCHEDULE #28 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #28 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of May 16, 2014, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and BADGER MINING CORPORATION, a Wisconsin Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #28 dated May 16, 2014 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of December 11, 2003, as amended by that certain First Amendment of Full Service Master Lease Agreement dated as of September 22, 2010, between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in Schedule #28.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #28 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

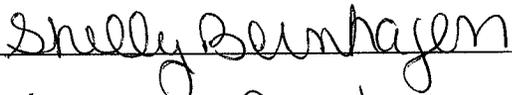
Printed

Name: Richard M. Murphy

Title: President & CEO

Date: 5-22-14

BADGER MINING CORPORATION
Lessee

By: 

Printed

Name: Shelly Bernhagen

Title: Fleet Manager

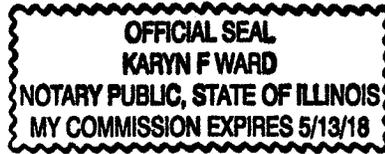
Date: 5-19-14

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 22nd day of May, 2014 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on May 22, 2014 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Karyn F Ward
Notary Public



My commission expires: 5/13/18

STATE OF Wisconsin, COUNTY OF Green Lake, TO WIT:

On this 19th day of May, 2014 before me appeared, Shelly Bernhagen, to me personally known, who being by me duly sworn, says that she is a fleet manager, of BADGER MINING CORPORATION, a Wisconsin Corporation, that said instrument was signed and sealed on May 19, 2014 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Janeel Deeliger
Notary Public

My commission expires: 7/3/2016

EXHIBIT A
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