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ELIAS C. ALVORD (1942)
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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 Schedule #5 to Full Service Master Lease Agreement, dated as of July 10, 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:	Eagle Mine LLC 4547 County Road 601 Champion, MI 49814, US

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 Schedule #5 to Full Service Master Lease Agreement.

Section Chief
December 23, 2014
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,


for

Edward M. Luria

EML/cem
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #5 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

EAGLE MINE LLC

as Lessee

MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of July 10, 2014, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and EAGLE MINE LLC, a Delaware Limited Liability Company ("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 #5 dated July 10, 2014 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of August 20, 2013 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 #5.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #5 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: 7/15/14

EAGLE MINE LLC
Lessee

By: 

Printed
Name: Ben Rose

Title: CFO

Date: 7/14/14

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 15th day of July, 2014 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President & CEO of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on July 15, 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.

Karyn F Ward
Notary Public

[Notarial Seal]

My commission expires: 5/13/18



STATE OF Michigan, COUNTY OF Marquette, TO WIT:

On this 14 day of July, 2014 before me appeared, Ben Rose, to me personally known, who being by me duly sworn, says that he is a CEO, of EAGLE MINE LLC, a Delaware limited liability company, that said instrument was signed on July 14, 2014 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Jason R Evans
Notary Public

[Notarial Seal]

My commission expires: February 10, 2020

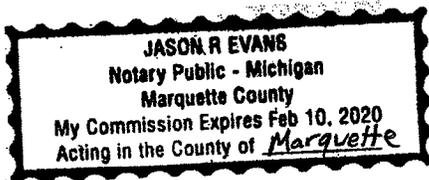


EXHIBIT A

DESCRIPTION OF RAILCARS

* Thirty-Nine (39) Railcars with the following reporting marks and numbers:

<u>Reporting Mark & Number</u>	<u>Reporting Mark & Number</u>
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