

MAY 16 '12 -2 10 PM

PHILIP B. DEKANE
PARALEGAL
PDEKANE@BODMANLAW.COM

SURFACE TRANSPORTATION BOARD

May 15, 2012

Via Federal Express

MAY 16 2012
RECEIVED

BODMAN PLC
6TH FLOOR AT FORD FIELD
1901 ST. ANTOINE STREET
DETROIT, MICHIGAN 48226
313-393-7579 FAX
313-259-7777

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Rouge Dock Company, LLC (36102-1 LRS)

bodman
ATTORNEYS & COUNSELORS

Dear Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and one (1) copy/counterpart of the Memorandum of Security Agreement, dated as of April 24, 2012, 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 documents are as follows:

Grantor:

Rouge Dock Company, LLC
2480 South Clare Avenue
Clare, Michigan 48617
Attention: Harry Warner

Bank:

Comerica Bank
411 W. Lafayette St., 7th floor
MC 3394
Detroit, Michigan 48226
Attention: Anthony L. Lemelin

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

30 Rail Cars marked WPCX - see Exhibit A.

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

“Memorandum of Security Agreement dated as of April 24, 2012, covering certain railroad equipment listed on the exhibit attached thereto.”

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Page 2

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board, covering the required recordation fee.

Please return file-stamped copies of the enclosed document to the undersigned.

Should you have any questions, please contact me at 313-656-2531.

Sincerely,



Philip B. DeKane
Paralegal
Bodman PLC, as counsel for Comerica Bank

PBD

Enclosures

c: Larry R. Shulman

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ROLLING STOCK

SURFACE TRANSPORTATION BOARD

Memorandum for Recordation with Surface Transportation Board under 49 U.S.C. § 11301

MEMORANDUM OF SECURITY AGREEMENT, dated as of April 24, 2012, made by Rouge Dock Company, LLC ("Grantor") in favor of Comerica Bank.

WHEREAS, the Grantor entered into that certain Security Agreement dated as of April 24, 2012 (hereinafter called the "Agreement") covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks of the Grantor shown in said Schedule A and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Grantor wishes to show for the public record the lien in favor of the Bank covering the railroad equipment as security for certain obligations of the Grantor to the Bank and accordingly, has caused this Memorandum to be executed by its Manager thereunto duly authorized, as of the date first above written.

This Memorandum of Security Agreement is prepared for registration purposes and is not intended to amend the terms and conditions of the Agreement.

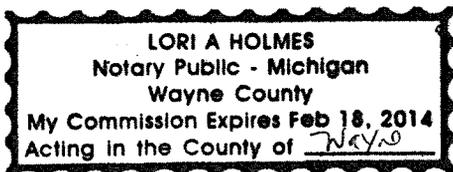
COMERICA BANK

By: Anthony E. Lemelin
Its: Senior Vice President

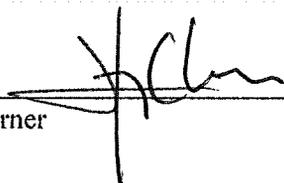
STATE OF MICHIGAN)
COUNTY OF Wayne)

On this 24th day of April, 2012, before me personally appeared Anthony E. Lemelin, to me personally known, who, by me being duly sworn, says that he is a Senior Vice President of Comerica Bank and that the foregoing instrument was signed on behalf of said Bank 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 Bank.

Lori A. Holmes
Notary Public
Wayne County, Michigan
My Commission Expires: 2-18-14



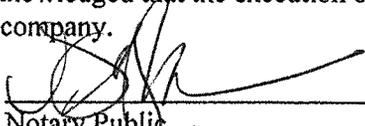
ROUGE DOCK COMPANY, LLC

By: X 
Harry Warner
Its: Manager

STATE OF MICHIGAN)
COUNTY OF Wayne)

On this 24 day of April, 2012, before be personally appeared Harry Warner, to me personally known, who, by me being duly sworn, says that he is the Manager of Rouge Dock Company, LLC and that the foregoing instrument was signed on behalf of said company 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 company.

SHAYANN THOMAS
Notary Public, State of Michigan
County of Washtenaw
My Commission Expires 07-10-2016
Acting In the County of Wayne


Notary Public
Washtenaw County, MICHIGAN
My Commission Expires: 7/10/2016

Certificate of Notary

Re: Certified True Copy

Date: May 15, 2012

STATE OF MICHIGAN)
) SS.
COUNTY OF WAYNE)

I, Philip DeKane, a Notary Public for the State of Michigan, have compared the copy of the Memorandum for Recordation attached hereto with the original and have found the copy to be complete and identical in all respects to the original document.

Philip B. DeKane

Notary Public, Wayne County, Michigan
Acting In Wayne County, Michigan
My commission expires: 09/11/2014

PHILIP B. DEKANE
Notary Public, Wayne County, Michigan
Acting in Wayne County
My Commission Expires: 09/11/2014

SCHEDULE A

Make	Mark	Number	Year
GATX	WPCX	48601	1977
GATX	WPCX	48603	1977
GATX	WPCX	48604	1977
GATX	WPCX	48605	1977
GATX	WPCX	48651	1977
GATX	WPCX	48652	1977
GATX	WPCX	48653	1977
GATX	WPCX	48655	1977
GATX	WPCX	48657	1977
GATX	WPCX	48685	1977
GATX	WPCX	48686	1977
GATX	WPCX	48687	1977
GATX	WPCX	48688	1977
GATX	WPCX	48689	1977
GATX	WPCX	48690	1977
GATX	WPCX	48706	1977
GATX	WPCX	48707	1977
GATX	WPCX	48708	1977
GATX	WPCX	48709	1977
GATX	WPCX	48710	1977
GATX	WPCX	48711	1977
GATX	WPCX	48712	1977

GATX	WPCX	48713	1977
GATX	WPCX	48714	1977
GATX	WPCX	48715	1977
GATX	WPCX	48716	1977
GATX	WPCX	48717	1977
GATX	WPCX	48718	1977
GATX	WPCX	48719	1977
GATX	WPCX	48720	1977