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June 1, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. **22183** FILED

JUN 2 '99

1-00PM

Dear Janice,

Enclosed are three (3) originals of the Memorandum of Railcar Lease Agreement dated as of May 12, 1999 between the following parties:

Lessor: CIT GROUP/EQUIPMENT FINANCING INC

Lessee: MILLER COMPRESSING COMPANY

The equipment involved in this transaction is as follows:

Equipment: 17 - New 52'6" Mill Gondolas

Please file this Memorandum and return TWO (2) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

MEMORANDUM OF RAILCAR LEASE

JUN 2 '99

1-00PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12th day of May, 1999, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Miller Compressing Company, a Wisconsin corporation, with an address at 1640 West Bruce Street, Milwaukee, WI 53204 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

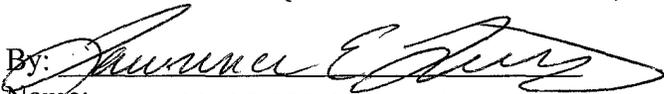
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 12, 1999 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

MILLER COMPRESSING COMPANY

By: Name: ALAN P. JENSENTitle: VICE PRESIDENT

STATE OF WI)
) SS:
COUNTY OF)
MILWAUKEE

On this 19 day of MAY, 19 before me personally appears ALAN JENSEN, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of MILLER COMPRESSING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Thomas J. Carck
Notary Public

[SEAL]

My Commission expires: 3/5/2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 12th day of May, 1999 before me personally appears LAWRENCE LITTLEFIELD, to me personally known, who by me duly sworn, says that he/~~she~~ is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
17	(New) 52'6" (110 ton) Mill Gondolas, 286,000 load limit (gross rail load), 2,743 cubic capacity	CEFX 30325 CEFX 30355 CEFX 30356 CEFX 30357 CEFX 30364 CEFX 30367 CEFX 30377 CEFX 30379 CEFX 30388 CEFX 30389 CEFX 30391 CEFX 30392 CEFX 30394 CEFX 30395 CEFX 30397 CEFX 30400 CEFX 30401