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SURFACE TRANSPORTATION
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JUL 20 11 09 AM '99

**BOMBARDIER
CAPITAL**

NorRail, Inc.
308 12th Avenue South
Buffalo, MN 55313 United States
Telephone 1(612) 557-0215
Fax 1(612) 682-2452
<http://www.capital.bombardier.com>

July 15, 1998

Ms. Janice Fort
Surface Transportation Board
1925 K. Street NW, Suite 700
Washington, D.C. 20423

RECORDATION NO. 21513 FILED

JUL 20 '98 11-09AM

Dear Janice,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

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

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-557-0215

Lessee: Anthracite Industries, Inc.
P.O. Box 112, Anthracite Road
Sunbury, PA 17801
Phone: 717-286-2176

The enclosed Memorandum of Railcar Lease Agreement covers five (5) 4600 Cu. Ft. Covered Hopper Railcars bearing reporting marks and numbers NRLX46140, NRLX46143, NRLX46418, NRLX46422 and NRLX46442. Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed documents to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-684-5305.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

RECORDATION NO. 21513 FILED

JUL 20 '98

11-09AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of May 18, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Anthracite Industries, Inc., a Pennsylvania Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1742 dated August 26, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 2 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the five (5) covered hopper railcars bearing the reporting marks and road numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessee: NORRAIL, INC.
By: *L. L. Struble*

Its: *V. P. SALAS*

By: *[Signature]*

Its: *President*

Lessor: ANTHRACITE INDUSTRIES, INC.
By: *Lisa A. Markley*

Its: *Office Manager*

By: _____

Its: _____

EXHIBIT A

<u>No.</u>	<u>Railcar Mark/Number</u>
1.	NRLX046140
2.	NRLX046143
3.	NRLX046418
4.	NRLX046422
5.	NRLX046442

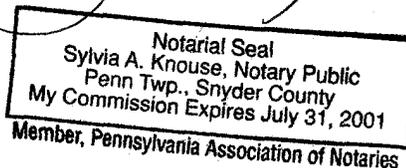
STATE OF PENNSYLVANIA, COUNTY OF Northumberland TO WIT:

On this 17th day of May, 1998 before me personally appeared, LISA A. MARKLEY and _____, to me personally known, who being by me duly sworn, says that they are the OFFICE MANAGER and _____, respectively of Anthracite Industries, Inc., a _____ Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Sylvia A. Knouse
Notary Public

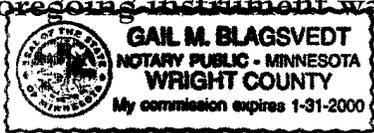
My commission expires: 7/31/2001



STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 26 day of MAY, 1998 before me personally appeared, L. Lee Stuble and Robert P. Johnson, to me personally known, who being by me duly sworn, says that they are the VP Sales and President, respectively of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000