



RECORDATION NO. 21153 FILED

JAN 14 '98

11-42AM

NorRail®, Inc.
Buying, Selling, Leasing
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K. Street NW, Suite 700
Washington, D.C. 20423

January 12, 1998

Dear Mr. Williams:

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 August 26, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

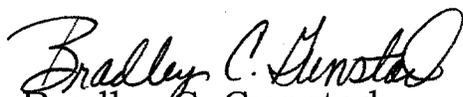
The names and addresses of the parties to the enclosed documents are:

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

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

The Memorandum of Railcar Lease Agreement covers ten (10) Covered Hoppers identified in Exhibit A to the Memorandum of Railcar Lease Agreement. Enclosed is our check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,


Bradley C. Gunstad
Vice President & General Counsel
Enclosures

FORMS/STB

MEMORANDUM OF RAILCAR LEASE AGREEMENT

JAN 14 '98

11-42AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 26, 1997 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. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the 10 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: [Signature]
 Its: President
 By: [Signature]
 Its: V.P. SALES

Lessor: ANTHRACITE INDUSTRIES, INC.
 By: [Signature]
 Its: PRESIDENT
 By: [Signature]
 Its: Vice President

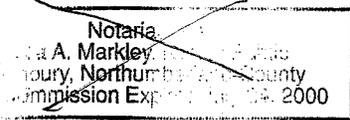
EXHIBIT A

<u>No.</u>	<u>Railcar Mark/Number</u>
1.	NRLX046120
2.	NRLX046125
3.	NRLX046132
4.	NRLX046258
5.	NRLX046286
6.	NRLX046287
7.	NRLX046288
8.	NRLX046289
9.	NRLX046395
10.	NRLX046399

STATE OF PENNSYLVANIA, COUNTY OF Northumberland TO WIT:

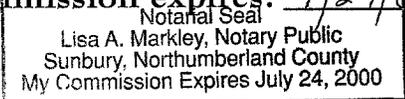
On this 6th day of October, 1997 before me personally appeared, Robert G. Gilson and _____, to me personally known, who being by me duly sworn, says that they are the President and _____, respectively of Anthracite Industries, Inc., a _____ Corporation, that said instrument was signed on behalf of said 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)



Lisa A. Markley
Notary Public

My commission expires: 7/24/00



STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 28th day of August, 1997 before me personally appeared, Robert D. Johnson and L Lee Stubble, to me personally known, who being by me duly sworn, says that they are the President and Vice President Sales, 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