



LEXIS Document Services

A member of the Reed Elsevier plc group

January 8, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 8, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: BADGER MINING CORPORATION
409 South Church St
P.O.Box 328
Berlin, WI 54923

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

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: BADGER MINING CORPORATION covering 6 covered hopper railcars with reporting marks and numbers - GRPX 944804-944845, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22961 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$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

RECORDATION NO. 22961-A FILED

JAN 12 '01 .12-13 PM

TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

CORPORATION
MDC 12/8/00

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8th day of December, 2000, 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 BADGER MINING ~~COMPANY~~, a Wisconsin corporation, with an address at 409 South Church St., P.O. Box 328, Berlin, WI 54923 (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 8, 2000 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 20, 2000 as recordation number 22961.

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: RICHARD M. LATINI
Title: V.P. LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BADGER MINING ~~COMPANY~~ CORPORATION (MDC) 12/8/00

By: [Signature]
Name: MICHAEL D. CHIER
Title: CFO

RECORDATION NO. 22961-A FILED
JAN 12 '01 12-1 3 PM
SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
6	4650 c.f. covered hopper car with gravity gates and round hatches	GRPX 944804 944808 944823 944833 944838 944845