



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2nd DAY AIR

September 5, 2002

RECORDATION NO. 22715-E FILED

SEP 6 '02 11-22 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 9, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22715.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Badger Mining Corporation 409 S. Church Street Berlin, WI 54923</p>
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A description of the railroad equipment covered by the enclosed document is fifty-eight (58) 4550/4750 cubic foot capacity covered hopper cars, with FURX marks, (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
 Manager of Documentation

Enclosures

(BADG010)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of August, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Badger Mining Corporation ("Lessee"), a Wisconsin corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 8, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 11, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 9th day of Aug., 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of August, 2002.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)

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SURFACE TRANSPORTATION BOARD



LESSEE:

BADGER MINING CORPORATION

By: [Signature]
Name: Thomas Taake
Title: Co Leader TDL

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, 200__.

[CORPORATE SEAL]

STATE OF Wisconsin

COUNTY OF Green Lake

I, Lynnette K Wilde, a Notary Public of the County and State aforesaid, certify that Thomas Taake personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of July, 2002.

Lynnette K Wilde
Notary Public

Commission Expires:

June 11, 2006
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-eight (58)

DESCRIPTION OF CARS: 4,550 and 4,750 Cubic Foot Covered Hopper Cars

CAR NUMBERS: See below:

FURX 814200	FURX 815518
FURX 814201	FURX 815519
FURX 814202	FURX 818501
FURX 814203	FURX 818515
FURX 814204	FURX 818529
FURX 814208	FURX 818530
FURX 814209	FURX 818533
FURX 814210	FURX 818538
FURX 814211	FURX 818543
FURX 814212	FURX 818548
FURX 814213	FURX 818549
FURX 814214	FURX 818552
FURX 814215	FURX 818556
FURX 814216	FURX 818558
FURX 814217	FURX 818561
FURX 814218	FURX 818564
FURX 814219	FURX 818567
FURX 814221	FURX 818568
FURX 814222	FURX 818578
FURX 815211	FURX 818584
FURX 815235	FURX 818586
FURX 815246	FURX 818588
FURX 815293	FURX 818589
FURX 815500	Count: 58
FURX 815502	
FURX 815506	
FURX 815507	
FURX 815508	
FURX 815510	
FURX 815511	
FURX 815512	
FURX 815513	
FURX 815514	
FURX 815515	
FURX 815517	