



CORPORATION SERVICE COMPANY

RECORDATION NO. 22961-E FILED

AUG 27 '04

3-06 PM

SURFACE TRANSPORTATION BOARD



August 26, 2004

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

RE: 128459-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 18, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **BADGER MINING CORPORATION**  
409 South Church Street, PO 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 25 rail cars with reporting marks and numbers -CEFX 82754 - CEFX 84334 - NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 22961 dated 06/20/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16 day of May, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BADGER MINING CORPORATION, a Wisconsin corporation, with an address at 409 South Church Street, 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on June 20, 2000 as Recordation Number 22961.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, 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:   
Name: Richard Latini  
Title: Senior Vice President

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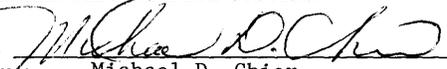
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SURFACE TRANSPORTATION BOARD

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 CORPORATION

By:   
Name: Michael D. Chier  
Title: President

## Schedule A

Number of Cars	Equipment Description
25	3,256 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	82754
2	CEFX	82774
3	CEFX	82776
4	CEFX	82792
5	CEFX	84202
6	CEFX	84225
7	CEFX	84226
8	CEFX	84227
9	CEFX	84232
10	CEFX	84233
11	CEFX	84234
12	CEFX	84235
13	CEFX	84237
14	CEFX	84243
15	CEFX	84244
16	CEFX	84325
17	CEFX	84326
18	CEFX	84327
19	CEFX	84328
20	CEFX	84329
21	CEFX	84330
22	CEFX	84331
23	CEFX	84332
24	CEFX	84333
25	CEFX	84334