



CORPORATION SERVICE COMPANY

June 28, 2005

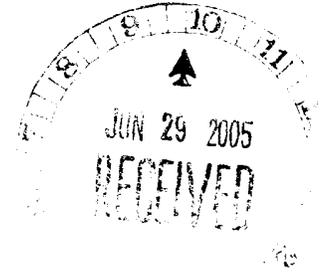
Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 – Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RECORDATION NO. 25611 FILED

JUN 29 05

2-48 PM

SURFACE TRANSPORTATION BOARD



RE: 145512-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 13, 2005 between the following parties:

Names and address of the following parties:

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

Lessee: **MHF-LS EQUIPMENT, INC.**  
800 Cranberry Woods Drive Cranberry Township, PA 16066

**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: **MHF-LS EQUIPMENT, INC.** covering 75 gondonlas with reporting marks and numbers –MHFX 6600 – MHFX 6674 -INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) 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

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13<sup>th</sup> day of April, 2005, 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 MHF-LS EQUIPMENT, INC., a Pennsylvania corporation, with an address at 800 Cranberry Woods Drive, Cranberry Township, PA 16066 (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 Net Railcar Lease (the "Lease") dated as of 4/13, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

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.

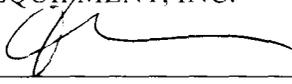
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Joseph Mankowski  
Title: Senior Vice President

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.

MHF-LS EQUIPMENT, INC.

By:   
Name: C. S. Fossee  
Title: Vice President

# Schedule A

## Number of Cars

## Equipment Description

75 66' Mill Gondola

1	MHFX	6600	53	MHFX	6652
2	MHFX	6601	54	MHFX	6653
3	MHFX	6602	55	MHFX	6654
4	MHFX	6603	56	MHFX	6655
5	MHFX	6604	57	MHFX	6656
6	MHFX	6605	58	MHFX	6657
7	MHFX	6606	59	MHFX	6658
8	MHFX	6607	60	MHFX	6659
9	MHFX	6608	61	MHFX	6660
10	MHFX	6609	62	MHFX	6661
11	MHFX	6610	63	MHFX	6662
12	MHFX	6611	64	MHFX	6663
13	MHFX	6612	65	MHFX	6664
14	MHFX	6613	66	MHFX	6665
15	MHFX	6614	67	MHFX	6666
16	MHFX	6615	68	MHFX	6667
17	MHFX	6616	69	MHFX	6668
18	MHFX	6617	70	MHFX	6669
19	MHFX	6618	71	MHFX	6670
20	MHFX	6619	72	MHFX	6671
21	MHFX	6620	73	MHFX	6672
22	MHFX	6621	74	MHFX	6673
23	MHFX	6622	75	MHFX	6674
24	MHFX	6623			
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