



CORPORATION SERVICE COMPANY

RECORDATION NO. 24775 FILED

JUL 15 '05

2-24 PM



July 13, 2005

**SURFACE TRANSPORTATION BOARD**

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)

RE: 145566-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 1, 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: **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 25 gondolas with reporting marks and numbers – CEFX 30610 – CEFX 32299 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24775 dated 01/14/04 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1<sup>ST</sup> day of September, 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 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 Railcar Lease (the "Lease") dated as of September 30, 2002 covering certain equipment described therein. Reference is made to the Memorandum of Railcar Lease filed with the Surface Transportation Board on January 14, 2004 as Recordation Number 24775 respecting additional equipment.

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: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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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: Mark C. DeFallo  
Name: Mark C. DeFallo  
Title: Director of Operations

# Schedule A

Number of Cars

Equipment Description

25 52' - high sided steel mill gondola

1	CEFX	30610
2	CEFX	30622
3	CEFX	30624
4	CEFX	30641
5	CEFX	30888
6	CEFX	30912
7	CEFX	30919
8	CEFX	30927
9	CEFX	30934
10	CEFX	30941
11	CEFX	30947
12	CEFX	30972
13	CEFX	31016
14	CEFX	31040
15	CEFX	32113
16	CEFX	32117
17	CEFX	32118
18	CEFX	32134
19	CEFX	32145
20	CEFX	32171
21	CEFX	32175
22	CEFX	32187
23	CEFX	32220
24	CEFX	32292
25	CEFX	32299