



CORPORATION SERVICE COMPANY

RECORDATION NO. 25671-A FILED

NOV 14 '05

10-43 AM

SURFACE TRANSPORTATION BOARD



November 9, 2005

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

REF: 148605-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 9, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th 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 65 covered 66'-6'0" sided mill gondola with reporting marks and numbers -MHFX 6675 - MHFX 6739 - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25671 dated 06/29/05 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,

Terri Barry
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4th day of June, 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 April 13, 2005 covering certain equipment described therein. Reference is made to the Memorandum of Railcar Lease filed with the Surface Transportation Board on 6/29/05 as Recordation Number 25671 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 F. 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: C. S. Fossee
Name: C. S. Fossee
Title: Vice President

Schedule A

Number of Cars

Equipment Description

Number of Cars			Equipment Description		
65	66'-6'0" sided mill gondola				
1	MHFX	6675	53	MHFX	6727
2	MHFX	6676	54	MHFX	6728
3	MHFX	6677	55	MHFX	6729
4	MHFX	6678	56	MHFX	6730
5	MHFX	6679	57	MHFX	6731
6	MHFX	6680	58	MHFX	6732
7	MHFX	6681	59	MHFX	6733
8	MHFX	6682	60	MHFX	6734
9	MHFX	6683	61	MHFX	6735
10	MHFX	6684	62	MHFX	6736
11	MHFX	6685	63	MHFX	6737
12	MHFX	6686	64	MHFX	6738
13	MHFX	6687	65	MHFX	6739
14	MHFX	6688			
15	MHFX	6689			
16	MHFX	6690			
17	MHFX	6691			
18	MHFX	6692			
19	MHFX	6693			
20	MHFX	6694			
21	MHFX	6695			
22	MHFX	6696			
23	MHFX	6697			
24	MHFX	6698			
25	MHFX	6699			
26	MHFX	6700			
27	MHFX	6701			
28	MHFX	6702			
29	MHFX	6703			
30	MHFX	6704			
31	MHFX	6705			
32	MHFX	6706			
33	MHFX	6707			
34	MHFX	6708			
35	MHFX	6709			
36	MHFX	6710			
37	MHFX	6711			
38	MHFX	6712			
39	MHFX	6713			
40	MHFX	6714			
41	MHFX	6715			
42	MHFX	6716			
43	MHFX	6717			
44	MHFX	6718			
45	MHFX	6719			
46	MHFX	6720			
47	MHFX	6721			
48	MHFX	6722			
49	MHFX	6723			
50	MHFX	6724			
51	MHFX	6725			
52	MHFX	6726			