

RECORDATION NO. 29873-A FILED

DEC 16 '11 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 16, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Memorandum of Lease Agreement, dated as of July 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 29873.

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

Lessor:	The Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Lessee:	Badger Mining Corporation 409 S. Church Street Berlin, WI 54928

Chief, Section of Administration
December 16, 2011
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 492712 – AOKX 492899 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

BADGER MINING CORPORATION ("LESSEE")

JULY 1, 2011

SCHEDULE NO. 1

JULY 1, 2011

Amended and Restated Memorandum of Schedule No. 1 dated July 1, 2011 to a Lease Agreement made and entered into as of July 1, 2011 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Badger Mining Corporation, a Wisconsin corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred (100) new 3,250 c.f., 286,000 GRL covered hopper railcars with three (3) 30-inch circular loading hatches and two (2) ATP low-profile discharge gates, bearing marks and numbers as indicated in the attached Exhibit A.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

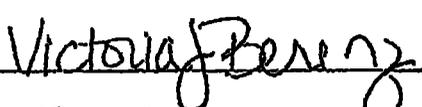
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

BADGER MINING CORPORATION

BY: 

BY: 

NAME: J. T. Sharp

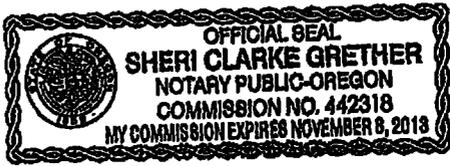
NAME: Victoria J Berenz

TITLE: President

TITLE: VP Finance

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 15th day of December, 2011, before me personally appeared J. T. Sharp to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF Wisconsin)
) ss.
COUNTY OF Green Lake)

On this 14th day of December 2011, before me personally appeared Victoria Berenz, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Finance of Badger Mining Corporation and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Sharon Doolittle
NOTARY PUBLIC
My commission expires: 7-29-2012

EXHIBIT A
RAILCAR LIST

One hundred (100) new 3,250 c.f., 286,000 GRL covered hopper railcars with three (3) 30-inch circular loading hatches and two (2) ATP low-profile discharge gates, delivered bearing AOK reporting marks and being re-marked at Lessor's expense with AOKX reporting marks with no change to the reporting numbers, as follows:

Initial Mark	Initial Number	Restencil Mark	Restencil Number	Initial Mark	Initial Number	Restencil Mark	Restencil Number	Initial Mark	Initial Number	Restencil Mark	Restencil Number
AOK	492712	AOKX	492712	AOK	492812	AOKX	492812	AOK	492852	AOKX	492852
AOK	492715	AOKX	492715	AOK	492813	AOKX	492813	AOK	492853	AOKX	492853
AOK	492716	AOKX	492716	AOK	492814	AOKX	492814	AOK	492854	AOKX	492854
AOK	492718	AOKX	492718	AOK	492815	AOKX	492815	AOK	492856	AOKX	492856
AOK	492719	AOKX	492719	AOK	492816	AOKX	492816	AOK	492857	AOKX	492857
AOK	492733	AOKX	492733	AOK	492817	AOKX	492817	AOK	492858	AOKX	492858
AOK	492734	AOKX	492734	AOK	492820	AOKX	492820	AOK	492859	AOKX	492859
AOK	492735	AOKX	492735	AOK	492821	AOKX	492821	AOK	492860	AOKX	492860
AOK	492736	AOKX	492736	AOK	492822	AOKX	492822	AOK	492861	AOKX	492861
AOK	492741	AOKX	492741	AOK	492823	AOKX	492823	AOK	492862	AOKX	492862
AOK	492742	AOKX	492742	AOK	492825	AOKX	492825	AOK	492863	AOKX	492863
AOK	492744	AOKX	492744	AOK	492826	AOKX	492826	AOK	492864	AOKX	492864
AOK	492746	AOKX	492746	AOK	492827	AOKX	492827	AOK	492865	AOKX	492865
AOK	492748	AOKX	492748	AOK	492829	AOKX	492829	AOK	492867	AOKX	492867
AOK	492749	AOKX	492749	AOK	492830	AOKX	492830	AOK	492868	AOKX	492868
AOK	492752	AOKX	492752	AOK	492832	AOKX	492832	AOK	492872	AOKX	492872
AOK	492753	AOKX	492753	AOK	492833	AOKX	492833	AOK	492874	AOKX	492874
AOK	492755	AOKX	492755	AOK	492834	AOKX	492834	AOK	492876	AOKX	492876
AOK	492760	AOKX	492760	AOK	492835	AOKX	492835	AOK	492877	AOKX	492877
AOK	492764	AOKX	492764	AOK	492836	AOKX	492836	AOK	492878	AOKX	492878
AOK	492767	AOKX	492767	AOK	492837	AOKX	492837	AOK	492879	AOKX	492879
AOK	492777	AOKX	492777	AOK	492838	AOKX	492838	AOK	492882	AOKX	492882
AOK	492792	AOKX	492792	AOK	492839	AOKX	492839	AOK	492885	AOKX	492885
AOK	492794	AOKX	492794	AOK	492840	AOKX	492840	AOK	492886	AOKX	492886
AOK	492795	AOKX	492795	AOK	492841	AOKX	492841	AOK	492887	AOKX	492887
AOK	492797	AOKX	492797	AOK	492842	AOKX	492842	AOK	492888	AOKX	492888
AOK	492800	AOKX	492800	AOK	492843	AOKX	492843	AOK	492889	AOKX	492889
AOK	492801	AOKX	492801	AOK	492844	AOKX	492844	AOK	492890	AOKX	492890
AOK	492802	AOKX	492802	AOK	492845	AOKX	492845	AOK	492894	AOKX	492894
AOK	492803	AOKX	492803	AOK	492846	AOKX	492846	AOK	492897	AOKX	492897
AOK	492805	AOKX	492805	AOK	492847	AOKX	492847	AOK	492898	AOKX	492898
AOK	492807	AOKX	492807	AOK	492848	AOKX	492848	AOK	492899	AOKX	492899
AOK	492809	AOKX	492809	AOK	492850	AOKX	492850				
AOK	492810	AOKX	492810	AOK	492851	AOKX	492851			Total	100 Cars

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 2/16/11

Edward M Luria
Edward M Luria