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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 23, 2013

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 a Memorandum of Schedule #8 to Master Railcar Lease Agreement, dated as of December 23, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee: Omnisource Corporation
7575 W Jefferson Boulevard
Fort Wayne, IN 46804

Chief, Section of Administration
December 23, 2013
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A description of the railroad equipment covered by the enclosed document is:

75 railcars: OMNX 1076 – OMNX 1150.

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

Memorandum of Schedule #8 to Master Railcar Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #8
TO MASTER RAILCAR LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

OMNISOURCE CORPORATION

as Lessee

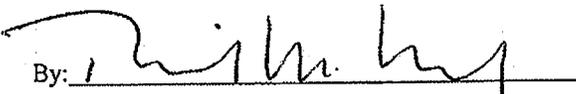
MEMORANDUM OF SCHEDULE #8 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #8 TO MASTER RAILCAR LEASE AGREEMENT is effective as of June 19, 2013 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and OMNISOURCE CORPORATION, an Indiana Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #8 dated June 19, 2013 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of December 21, 2012 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in the Schedule #8.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #8 to Master Railcar Lease Agreement be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

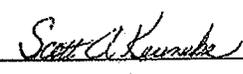
Printed

Name: Richard M. Murphy

Title: President & CEO

Date: 7/25/13

OMNISOURCE CORPORATION
Lessee

By: 

Printed

Name: SCOTT A. KEENE

Title: CORPORATE MANAGER LOGISTICS + TRANSPORTATION RESOURCES

Date: 7/15/13

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 25th day of July, 2013 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on JULY 25, 2013 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Karyn F. Ward
Notary Public

My commission expires: 5/13/14



STATE OF Indiana, COUNTY OF Allen, TO WIT:

On this 15 day of July, 2013 before me appeared, Scott A. Keuneke, to me personally known, who being by me duly sworn, says that he is a corporate manager of OMNISOURCE CORPORATION, an Indiana Corporation, that said instrument was signed and sealed on July 15, 2013 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Heather M. Graham
Notary Public

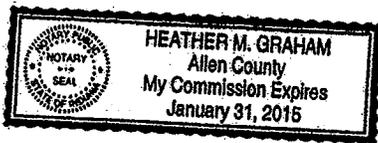


EXHIBIT A
DESCRIPTION OF RAILCARS

Seventy-Five (75) railcars bearing the following reporting marks and numbers:

OMNX 1076 through OMNX 1150, inclusive

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: 12/23/13

Edward M Luria

Edward M. Luria