

LAW OFFICES OF
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December 27, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 27, 2013. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Metal Management Midwest, Inc.
110 5th Avenue # 7
New York, NY 10011

A description of the equipment covered by the Memorandum of Lease Agreement consists of 50 gondola cars numbered MLMX 398-405, inclusive, 407, 408, 410, 411, 413, 415-424, inclusive, 427, 428, 430-438, inclusive, 440-444, inclusive, 446-452, inclusive, 4540457, inclusive.

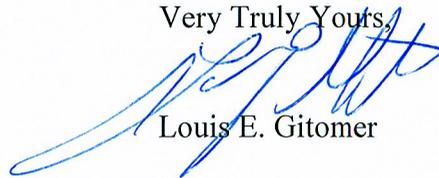
Ms. Cynthia T. Brown
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A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Metal Management Midwest, Inc., 110 5th Avenue # 7, New York, NY 10011, covering 50 gondola cars numbered MLMX 398-405, inclusive, 407, 408, 410, 411, 413, 415-424, inclusive, 427, 428, 430-438, inclusive, 440-444, inclusive, 446-452, inclusive, 4540457, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of December 27, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Metal Management Midwest, Inc.,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 27, 2013 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Metal Management Midwest, Inc., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement No. 17403-99000 dated as of June 23, 2011 and Schedule No. 053 executed pursuant thereto dated as of December 16, 2013 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

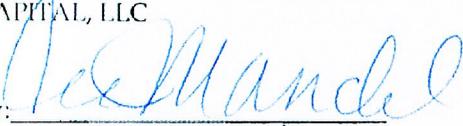
3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

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

Secured Party:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By: 

Name: **Ruth Mandel**

Title: **Vice President**

STATE OF GEORGIA)

COUNTY OF Gwinnett) ss.:

On this 27 day of December, 2013, before me the subscriber personally appeared Ruth Mandel, who being by me duly sworn, did depose and say: that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.


NOTARY PUBLIC

My Commission Expires:

FLO ANN MYERS
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires Aug. 17, 2015

EXHIBIT A TO
MEMORANDUM OF LEASE
AGREEMENT DATED AS OF
DECEMBER 27, 2013

FIFTY (50) 4,000 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH A FLAT BOTTOM,
AND A 46' 11" IL, 53' 1" EL 10' 8" EW, 12' 8" EH WITH A 263,000 LB. GROSS RAIL LOAD. AS FOLLOWS:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
GBRX95117	MLMX398
GBRX95118	MLMX399
GBRX95119	MLMX400
GBRX95122	MLMX401
GBRX95123	MLMX402
GBRX95125	MLMX403
GBRX95126	MLMX404
GBRX95128	MLMX405
GBRX95130	MLMX407
GBRX95131	MLMX408
GBRX95134	MLMX410
GBRX95135	MLMX411
GBRX95138	MLMX413
GBRX95140	MLMX415
GBRX95141	MLMX416
GBRX95143	MLMX417
GBRX95144	MLMX418
GBRX95148	MLMX419
GBRX95150	MLMX420
GBRX95151	MLMX421
GBRX95152	MLMX422
GBRX95153	MLMX423
GBRX95154	MLMX424
GBRX95158	MLMX427
GBRX95160	MLMX428
GBRX95162	MLMX430
GBRX95164	MLMX431
GBRX95166	MLMX432
GBRX95167	MLMX433
GBRX95168	MLMX434
GBRX95173	MLMX435
GBRX95176	MLMX436
GBRX95181	MLMX437
GBRX95184	MLMX438
GBRX95187	MLMX440
GBRX95189	MLMX441
GBRX95190	MLMX442
GBRX95195	MLMX443
GBRX95198	MLMX444
GBRX95204	MLMX446
GBRX95205	MLMX447
GBRX95206	MLMX448
GBRX95207	MLMX449
GBRX95209	MLMX450
GBRX95212	MLMX451
GBRX95213	MLMX452
GBRX95218	MLMX454
GBRX95220	MLMX455
GBRX95221	MLMX456
GBRX95223	MLMX457