

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD
EASTON, MD
FREDERICK, MD

10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

JOHN A. STALFORT
410-385-3424

August 14, 1997

RECORDATION NO. 20819 FILED

AUG 18 '97

11-01 AM

RECORDATION NO. 20819-A FILED

AUG 18 '97

11-01 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
AUG 18 11 01 AM '97

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mrs. Janice Fort
Recordation

Re: Our File No. 258-1733

Mrs. Fort:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

Memorandum of Lease dated July 31, 1997 between Southern Illinois Railcar Company (505 Buckeye Drive, Troy, Illinois 62294) and OmniSource Corporation (1610 North Calhoun Street, Fort Wayne, IN 46808).

Also enclosed for filing as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

Memorandum of Assignment of Lease dated as of August 1, 1997 between Southern Illinois Railcar Company (505 Buckeye Drive, Troy, Illinois 62294) and The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the above-referenced Memorandum of Lease.

Upon assigning the recordation numbers to the Second Amendment to Loan Agreement, Chattel Mortgage and Security Agreement and the Royal Green Lease Agreement (both enclosed in this package under separate covers) and the above-referenced OmniSource Memorandum of Lease, please complete the blanks on

page 1 of the Memorandum of Assignment of Lease with that information before filing this document.

Also enclosed are two checks, both in the amount of \$24.00 to cover the costs of recording these documents.

Once these documents have been recorded, please return the same to the undersigned.

Thank you for your prompt attention to this matter. Please call me at (410) 385-3525 if you have any questions.

Sincerely,



Michele E. Sperato
Secretary to John A. Stalfort

Enclosure

MEMORANDUM OF LEASE AUG 18 '97 11-01 AM

THIS MEMORANDUM OF LEASE ("Memorandum") is made and entered into as of July 31, 1997, between **SOUTHERN ILLINOIS RAILCAR COMPANY**, an Illinois corporation, with an office at Executive Park Two, 505 Buckeye Drive, Troy, IL 62294 ("SIRC") and **OMNISOURCE CORPORATION**, an Indiana corporation, with an office at 1610 North Calhoun Street, Fort Wayne, Indiana 46808 ("OmniSource").

SIRC and OmniSource hereby state the following:

1. SIRC and OmniSource are parties to that certain Lease Agreement dated as of October 28, 1996 (the "Lease"), whereby SIRC leases to OmniSource those certain Cars (as defined in the Lease) and more particularly described on Exhibit A attached hereto.

2. The term of the Lease with respect to each car shall commence on the delivery of each Car and the term with respect to each Car shall expire seven (7) years from the date of delivery of such Car.

3. SIRC and OmniSource, by this Memorandum, desire to provide notice of the Lease.

4. This Memorandum is executed in simplified short form for the convenience of the parties and for the purpose of recording the same, and this Memorandum shall not have the effect of in any way modifying, supplementing or breaching the Lease or any of its provisions as the same are now or may hereafter be in force and effect. In the event of any inconsistencies between this Memorandum and the Lease, the provisions in the Lease shall prevail.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the day and year first above written.

**SOUTHERN ILLINOIS RAILCAR
COMPANY**

By: 

Print Name: GARY J. GOODMAN

Title: Vice President

STATE OF Indiana)
) SS
COUNTY OF Allen)

I, Carol A. Gibson, a Notary Public in and for said State, certify that Phillip R. Bedwell, personally known to me to be the Corporate Director of Paul Transportation of OMNISOURCE CORPORATION, an Indiana corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person; that said Phillip R. Bedwell acknowledged the execution of said instrument as his free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 5th day of August, 1997.

Carol A. Gibson
Notary Public

My commission expires: 6/18/99

EXHIBIT A

SIRX 380127 ✓
SIRX 380128 ✓
SIRX 380129 ✓
SIRX 380130 ✓
SIRX 380131 ✓
SIRX 380132 ✓

STATE OF MARYLAND

SS:

CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Lease is a true and complete copy of such Memorandum of Lease.

WITNESS my hand and seal this 13th day of August, 1997.

Michelle E. Sperato
Notary Public

My Commission Expires: January 28, 2001