



CORPORATION SERVICE COMPANY

RECORDATION NO. 25659-B FILED

AUG 15 '06

4-04 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: August 14, 2006

Order#: 309502/005

Re: CEFX35723-CEFX35797 REPUBLIC ENGINEERED PRODUCTS

Please process the enclosed documents for the service indicated below.

STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/28/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:  
Secondary STB Filing

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6<sup>th</sup> day of April, 2006, 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 REPUBLIC ENGINEERED PRODUCTS, INC., a Delaware corporation, with an address at 3770 Embassy Parkway, Akron, OH 44333-8367 (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 January 18, 2005 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on June 30, 2005 as Recordation Number 25659-A.

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: William P. O'Brien  
Name: William P. O'Brien  
Title: 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.

REPUBLIC ENGINEERED PRODUCTS, INC.

By: John B. Lee  
Name: John B. Lee  
Title: V.P. of Purchasing

# Schedule A

## Number of Cars

## Equipment Description

75 52'-5'6" sided mill gondola

1	CEFX	35723	53	CEFX	35775
2	CEFX	35724	54	CEFX	35776
3	CEFX	35725	55	CEFX	35777
4	CEFX	35726	56	CEFX	35778
5	CEFX	35727	57	CEFX	35779
6	CEFX	35728	58	CEFX	35780
7	CEFX	35729	59	CEFX	35781
8	CEFX	35730	60	CEFX	35782
9	CEFX	35731	61	CEFX	35783
10	CEFX	35732	62	CEFX	35784
11	CEFX	35733	63	CEFX	35785
12	CEFX	35734	64	CEFX	35786
13	CEFX	35735	65	CEFX	35787
14	CEFX	35736	66	CEFX	35788
15	CEFX	35737	67	CEFX	35789
16	CEFX	35738	68	CEFX	35790
17	CEFX	35739	69	CEFX	35791
18	CEFX	35740	70	CEFX	35792
19	CEFX	35741	71	CEFX	35793
20	CEFX	35742	72	CEFX	35794
21	CEFX	35743	73	CEFX	35795
22	CEFX	35744	74	CEFX	35796
23	CEFX	35745	75	CEFX	35797
24	CEFX	35746			
25	CEFX	35747			
26	CEFX	35748			
27	CEFX	35749			
28	CEFX	35750			
29	CEFX	35751			
30	CEFX	35752			
31	CEFX	35753			
32	CEFX	35754			
33	CEFX	35755			
34	CEFX	35756			
35	CEFX	35757			
36	CEFX	35758			
37	CEFX	35759			
38	CEFX	35760			
39	CEFX	35761			
40	CEFX	35762			
41	CEFX	35763			
42	CEFX	35764			
43	CEFX	35765			
44	CEFX	35766			
45	CEFX	35767			
46	CEFX	35768			
47	CEFX	35769			
48	CEFX	35770			
49	CEFX	35771			
50	CEFX	35772			
51	CEFX	35773			
52	CEFX	35774			