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June 8, 2001

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Surface Transportation Board
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Washington D.C. 20423

RECORDATION NO. 20932-A FILED
JUN 12 '01 9-58 AM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 20, 2000 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CO-STEEL LASCO, INC.**
300 Consilium Place, Suite 800, Toronto, Ontario, M1H3G2

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CO-STEEL LASCO, INC.** covering 122 steel mill gondolas with reporting marks and numbers – TCMX 44483 – TCMX 44605, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20932 dated 10/9/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey
New Business Development/Research Coordinator

Enclosure



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Sincerely,

Sherry Lewey
Sherry Lewey
New Business Development Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20 day of December, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CO-STEEL LASCO, INC., a Delaware corporation, with an address at 300 Consilium Place, Suite 800, Toronto, Ontario, M1H 3G2 Canada (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 Railcar Lease (the "Lease") dated as of August 12, 1997 covering the equipment listed on Schedule A hereto (the "Equipment"), *per pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 9, 1997 as recordation number 20932*

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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: Janice M Wickham
Name: JANICE M Wickham
Title: Vice President

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.

Co-Steel USA Distributor Inc. as known as
CO-STEEL LASCO, INC.

By: [Signature]
Name: Ray Desjardis
Title: V.P. CFO

RECORDATION NO. 20932-A FILED

JUN 12 '01 9-58 AM

SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
122	46' long 7' sided steel mill gondolas	Listed below

Item #	Quantity	Description	Item #	Quantity	Description	Item #	Quantity	Description
1	TCMX	44483	42	TCMX	44525	83	TCMX	44566
2	TCMX	44485	43	TCMX	44526	84	TCMX	44567
3	TCMX	44486	44	TCMX	44527	85	TCMX	44568
4	TCMX	44487	45	TCMX	44528	86	TCMX	44569
5	TCMX	44488	46	TCMX	44529	87	TCMX	44570
6	TCMX	44489	47	TCMX	44530	88	TCMX	44571
7	TCMX	44490	48	TCMX	44531	89	TCMX	44572
8	TCMX	44491	49	TCMX	44532	90	TCMX	44573
9	TCMX	44492	50	TCMX	44533	91	TCMX	44574
10	TCMX	44493	51	TCMX	44534	92	TCMX	44575
11	TCMX	44494	52	TCMX	44535	93	TCMX	44576
12	TCMX	44495	53	TCMX	44536	94	TCMX	44577
13	TCMX	44496	54	TCMX	44537	95	TCMX	44578
14	TCMX	44497	55	TCMX	44538	96	TCMX	44579
15	TCMX	44498	56	TCMX	44539	97	TCMX	44580
16	TCMX	44499	57	TCMX	44540	98	TCMX	44581
17	TCMX	44500	58	TCMX	44541	99	TCMX	44582
18	TCMX	44501	59	TCMX	44542	100	TCMX	44583
19	TCMX	44502	60	TCMX	44543	101	TCMX	44584
20	TCMX	44503	61	TCMX	44544	102	TCMX	44585
21	TCMX	44504	62	TCMX	44545	103	TCMX	44586
22	TCMX	44505	63	TCMX	44546	104	TCMX	44587
23	TCMX	44506	64	TCMX	44547	105	TCMX	44588
24	TCMX	44507	65	TCMX	44548	106	TCMX	44589
25	TCMX	44508	66	TCMX	44549	107	TCMX	44590
26	TCMX	44509	67	TCMX	44550	108	TCMX	44591
27	TCMX	44510	68	TCMX	44551	109	TCMX	44592
28	TCMX	44511	69	TCMX	44552	110	TCMX	44593
29	TCMX	44512	70	TCMX	44553	111	TCMX	44594
30	TCMX	44513	71	TCMX	44554	112	TCMX	44595
31	TCMX	44514	72	TCMX	44555	113	TCMX	44596
32	TCMX	44515	73	TCMX	44556	114	TCMX	44597
33	TCMX	44516	74	TCMX	44557	115	TCMX	44598
34	TCMX	44517	75	TCMX	44558	116	TCMX	44599
35	TCMX	44518	76	TCMX	44559	117	TCMX	44600
36	TCMX	44519	77	TCMX	44560	118	TCMX	44601
37	TCMX	44520	78	TCMX	44561	119	TCMX	44602
38	TCMX	44521	79	TCMX	44562	120	TCMX	44603
39	TCMX	44522	80	TCMX	44563	121	TCMX	44604
40	TCMX	44523	81	TCMX	44564	122	TCMX	44605
41	TCMX	44524	82	TCMX	44565			