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July 19, 2001

Taledia Stokes
Surface Transportation Board SURFACE TRANSPORTATION BOARD
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 21771-A FILED

JUL 23 '01 11-45 AM



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 7, 2001 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 USA DISTRIBUTION INC.**
Suite 800, 300 Consilium Place, Toronto, ON 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 USA DISTRIBUTION INC.**, covering 100 mill gondolas with reporting marks and numbers – TCMX 34246 – TCMX 34463, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #21771 dated 11/6/98 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
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17th day of May, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CO-STEEL USA DISTRIBUTION INC., formerly known as CO-STEEL LASCO, INC., a Delaware corporation, with an address at Suite 800, 300 Consilium Place, Toronto, ON M1H 3G2 (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") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 6, 1998 as Recordation No. 21771.

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: Joseph F. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

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 DISTRIBUTION INC., formerly known as CO-STEEL LASCO, INC.

By: Terry G. Newman
Name: TERRY G. NEWMAN
Title: V.P. CFO PRESIDENT & C.E.O.

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
100

Description
66' - 6'0" sided mill
gondolas

Car Marks and Numbers
Listed below

1	TCMX	34246
2	TCMX	34247
3	TCMX	34248
4	TCMX	34354
5	TCMX	34355
6	TCMX	34356
7	TCMX	34357
8	TCMX	34359
9	TCMX	34360
10	TCMX	34361
11	TCMX	34362
12	TCMX	34363
13	TCMX	34365
14	TCMX	34369
15	TCMX	34370
16	TCMX	34371
17	TCMX	34373
18	TCMX	34374
19	TCMX	34375
20	TCMX	34376
21	TCMX	34377
22	TCMX	34378
23	TCMX	34379
24	TCMX	34380
25	TCMX	34381
26	TCMX	34382
27	TCMX	34383
28	TCMX	34384
29	TCMX	34385
30	TCMX	34386
31	TCMX	34387
32	TCMX	34388
33	TCMX	34389
34	TCMX	34390

35	TCMX	34391
36	TCMX	34392
37	TCMX	34393
38	TCMX	34394
39	TCMX	34395
40	TCMX	34396
41	TCMX	34397
42	TCMX	34398
43	TCMX	34399
44	TCMX	34400
45	TCMX	34401
46	TCMX	34402
47	TCMX	34403
48	TCMX	34404
49	TCMX	34405
50	TCMX	34406
51	TCMX	34407
52	TCMX	34408
53	TCMX	34409
54	TCMX	34410
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92	TCMX	34455
93	TCMX	34456
94	TCMX	34457
95	TCMX	34458
96	TCMX	34459
97	TCMX	34460
98	TCMX	34461
99	TCMX	34462
100	TCMX	34463