



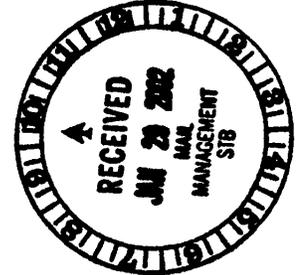
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January 25, 2002

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SURFACE TRANSPORTATION BOARD



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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 11, 2002 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: **AMERISTEEL CORPORATION**
5100 West Lemon Street, Tampa, Florida 33609

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: **AMERISTEEL CORPORATION**, covering 10 mill gondolas with reporting marks and numbers – CEFX 30498 – CEFX 30594, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23326 dated 1/12/01 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
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of January, 2002, 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 AMERISTEEL CORPORATION, a Florida corporation, with an address at 5100 West Lemon Street, Tampa, Florida 33609 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Birmingham Southeast, L.L.C., as lessee, and Lessor, as lessor, entered into a Railcar Equipment Lease, dated as of December 19, 2000, and Schedule No. 01 thereto dated December 19, 2000 (hereinafter collectively referred to as the "Lease") covering the Equipment described on the attached Schedule A, which Lease was filed and recorded pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on January 12, 2001 as Recordation Number 23326.

WHEREAS, the Parties have entered into a Leasing Transfer Agreement dated December 28, 2001 and wish to show for the public record the existence of the Leasing Transfer Agreement, 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: 
Name: CHARLES MCGRATH
Title: V.P.

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.

AMERISTEEL CORPORATION.

By: 
Name: Tom Landa
Title: CFO

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
10

Equipment Description
52' - 5'6" sided mill gondolas
with covers

Reporting Marks and Numbers
CEFX 30498
CEFX 30499
CEFX 30501
CEFX 30587
CEFX 30588
CEFX 30590
CEFX 30591
CEFX 30592
CEFX 30593
CEFX 30594