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September 25, 2002

VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Barbara Sadler

RECORDED 24128 FILED
SEP 26 '02 12-09 PM
SURFACE TRANSPORTATION BOARD



Re: Filing of Memorandum of Lease between Midwest Railcar Corporation and Omnisource Corporation (30 4000 c.f. Thrall built flat-bottom Gondolas, AAR Car Type Code J301 under Lease to Omnisource Corporation)

Dear Ms. Sadler:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) one original and (1) one certified copy of a Memorandum of Lease, dated May 30, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Lessee: Omnisource Corporation
1610 N. Calhoun Street
Ft. Wayne, Indiana 46808

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 4000 c.f. Thrall built flat-bottom Gondolas, AAR Car Type Code J301 bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Surface Transportation Board
May 15, 2002
Page 2

MILES & STOCKBRIDGE P.C.

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

Memorandum of Lease between Midwest Railcar Corporation, as Lessor and Omnisource Corporation, as Lessee covering thirty (30) 4000 c.f. Thrall built flat-bottom Gondolas, AAR Car Type Code J301 bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,



Doti J. Hampton
Legal Assistant

Enclosures

RECORDATION NO. 24128 FILED

MEMORANDUM OF LEASE

SEP 26 '02 12-09 PM

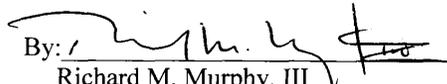
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of May 30, 2002 by MIDWEST RAILCAR CORPORATION ("Lessor"), and OMNISOURCE CORPORATION ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of May 30, 2002 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)
Richard M. Murphy, III
President

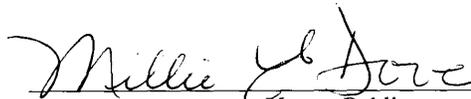
OMNISOURCE CORPORATION

By:  (SEAL)
Phillip R. Bedwell:
Director of Rail & Barge Transportation

STATE OF INDIANA, COUNTY OF ALLEN, TO WIT:

I HEREBY CERTIFY, that on this 3RD day of JUNE, 2002, before me, the undersigned, a Notary Public of the State of Indiana, personally appeared Phillip R. Bedwell, who acknowledged himself to be Director of Rail & Barge Transportation of OMNISOURCE CORPORATION, an Indiana corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Director of Rail & Barge Transportation of said corporation by signing the name of the corporation by himself as Director of Rail & Barge Transportation.

AS WITNESS my hand and notarial seal.

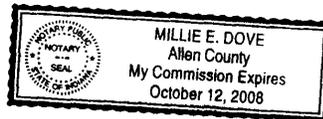


Notary Public

(SEAL)

My Commission Expires:

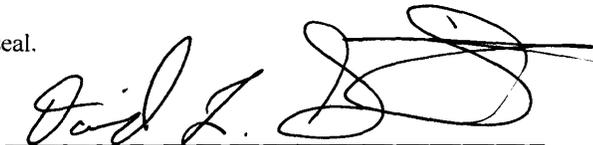
10-12-08



STATE OF MINNESOTA, COUNTY OF SHERBURNE, TO WIT:

I HEREBY CERTIFY, that on this 31st day of May, 2002, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.



Notary Public

(SEAL)

My Commission Expires:

1-31-06

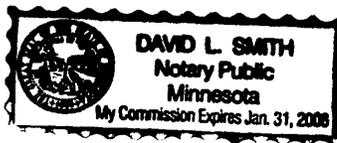


EXHIBIT A

DESCRIPTION OF RAILCARS

(30) 4000 c.f. Thrall built flat-bottom Gondolas, AAR Car Type Code J301.

CAR NUMBERS:

MWCX 100152-100181