

RECORDATION NO. 22623-I FILED

JUL 14 '03

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 14, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Railcar Lease, dated July 10, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Schedule No. 09 which was previously filed with the Board under Recordation Number 22623-H.

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

Lessor:	C.I.T. Leasing Corporation 1211 Avenue of the Americas New York, NY 10036
Lessee:	ISG Resources, Inc. 10653 S. Riverfront Parkway Suite 300 South Jordan, UT 84095

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

215 covered hoppers CEFX 82149 – CEFX 82363

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Memorandum of Amendment to Railcar Lease

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

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written over the closing text.

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF AMENDMENT TO RAILCAR LEASE

This Memorandum of Amendment ("Memorandum"), dated as of July 10, 2003, is made by between C.I.T. Leasing Corporation, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 ("Lessor"), and ISG Resources, Inc., a Utah corporation, with an address at 10653 S. Riverfront Parkway, Suite 300, South Jordan, Utah 84095 ("Lessee").

WHEREAS Lessor and Lessee entered into that certain Master Railcar Lease, dated as of August 13, 1999 (the "Lease") and that certain Memorandum of Lease, dated January 20, 2003, which was filed with the Surface Transportation Board ("STB") on December 16, 1999 as Recordation No. 22623;

WHEREAS Lessor and Lessee entered into that certain Schedule No. 09 to the Lease, made as of January 20, 2003 ("Schedule Nine"), relating to two hundred and fifteen (215) covered hopper cars with gravity gates and round hatches (the "Equipment"), and that certain Memorandum of Railcar Lease dated January 20, 2003, which was filed with the STB on April 14, 2003 as Recordation No. 22623-H;

WHEREAS Lessor and Lessee have amended Schedule Nine to correct an inaccuracy in the description of car marks and numbers for the Equipment thereunder.

WHEREAS Lessor and Lessee wish to show for the public record the correction of the car marks and numbers for the Equipment pursuant to the amendment to Schedule Nine and accordingly Lessor and Lessee have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first written above.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties confirm that Schedule Nine has been amended to describe the Equipment as set forth on Schedule A hereto and that, except as so amended, the Lease and Schedule Nine continue in full force and effect.

RECORDATION NO. _____ FILED

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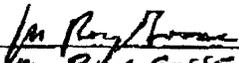
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized officers as of the day and year first written above.

C.I.T. LEASING CORPORATION

By: 
Name: M. Roy Gosse
Title: VICE PRESIDENT

ISG RESOURCES, INC.

By: 
Name: CURTIS J. BROWN
Title: ASSISTANT SECRETARY & ASSOCIATE
GENERAL COUNSEL

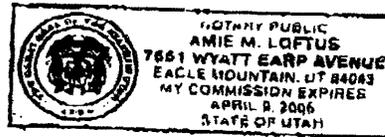
STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

On this 10th of July, 2003, before me, a Notary Public in and for said County and State, personally appeared Curtis J. Brown, Assistant Secretary of I.S.G. Resources, Inc., who acknowledged himself/herself to be a duly authorized officer of said corporation, and that, as such officer, being authorized to do so, s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Amie M. Loftus
Notary Public

My commission expires: 4/9/06



Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
215	3,281 C.F. covered hopper cars with gravity gates and round hatches	CEFX 82149 through 82363 (inclusive)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/14/03



Robert W. Alvord