

RECORDATION NO. 24596 FILED

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SEP 17 '03 2-50 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

September 17, 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 Schedule #2 to Full Service Master Lease Agreement, dated as of July 31, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

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 Fort Wayne, Indiana 47808

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

Eighteen (18) 100-ton flat bottom gondola cars: MWCX 100319 – MWCX 100336.

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

Memorandum of Schedule #2 to Full Service Master Lease Agreement.

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,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF RIDER 2

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

OMNISOURCE CORPORATION

as Lessee

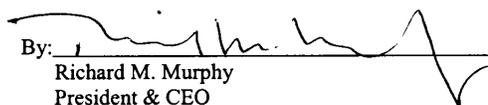
MEMORANDUM OF RIDER 2

THIS MEMORANDUM OF RIDER 2 is effective as of August 8, 2003 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and OMNISOURCE CORPORATION, an Indiana Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 2 dated August 8, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

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

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

OMNISOURCE CORPORATION

By: 

Phillip R. Bedwell
Director of Rail and Barge Transportation

STATE OF Illinois, County of Madison, TO WIT:

On this 15 day of August, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on August 15, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] "OFFICIAL SEAL"
DEBORIS T. BENARDIN
Notary Public, State of Illinois
My commission expires 6/28/2005

Deboris T. Benardin
Notary Public

STATE OF INDIANA, CITY OF FT. WAYNE, TO WIT:

On this 13 day of AUGUST, 2003 before me appeared, PHILLIP R. BEDWELL to me personally known, who being by me duly sworn, says that he is a Director of Rail + More, of OMNISOURCE CORPORATION, an Indiana Corporation, that said instrument was signed and sealed on August 13, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

Millie E. Dove
Notary Public

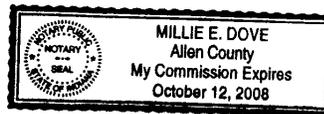


EXHIBIT A

Description of Railcars:

18 4000 cf 100-ton gondolas
with the following Car Marks
and Numbers:

MWCX 100319 - 100336