

RECORDATION NO. 24922 FILED

APR 21 '04 8-06 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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April 20, 2004

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 Rider 3, dated as of October 16, 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
April 20, 2004
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A description of the railroad equipment covered by the enclosed document is:

4 gondola railcars: MWCX 100402 - MWCX 100405.

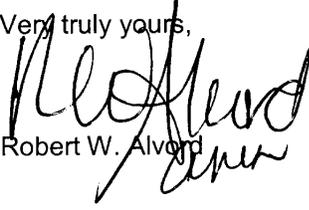
A short summary of the document to appear in the index is:

Memorandum of Rider 3.

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 3

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

OMNISOURCE CORPORATION

as Lessee

MEMORANDUM OF RIDER 3

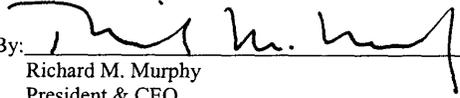
THIS MEMORANDUM OF RIDER 3 is effective as of October 16, 2003 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and OMNISOURCE CORPORATION, an Indiana Corporation ("Lessee"), with reference to the following:

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 3 dated October 16, 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: _____


Name: Phillip R. Bechtel
Title: Director of Rail & Barge Transportation

STATE OF MINN, CITY OF EIK RIVER, TO WIT:

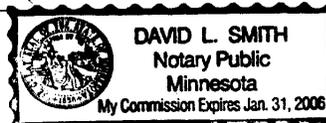
On this 5 day of Feb, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Feb 5, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

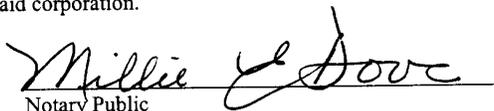
Notary Public

My commission expires: 1-31-06



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

On this 29th day of JANUARY, 2004 before me appeared, PHILLIP R. BEDWELL to me personally known, who being by me duly sworn, says that he is a _____, of OMNISOURCE CORPORATION, an Indiana Corporation, that said instrument was signed and sealed on JANUARY 29, 2004 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]

Notary Public

My commission expires:

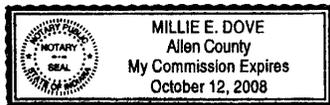


EXHIBIT A

Description of Railcars:

4 4400 cf 100-ton gondolas
with the following Car Marks
and Numbers:

**MWCX 100402 – MWCX
100405, inclusive**