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RECORDATION NO. 24951 FILED
MAY 13 '04 2-02 PM
SURFACE TRANSPORTATION BOARD

May 13, 2004

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423-0001
Attn: Equipment recordations

To Whom It May Concern:

I am enclosing for recordation pursuant to the provisions of 49 U.S.C. 11301 a Locomotive Lease Agreement dated May 4, 2004, a primary document.

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

Lessor: National Railway Equipment Co.
14400 S. Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Lessee: Ispat Inland, Inc.
3210 Watling Street
East Chicago, IL 46312

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

One EMD model SW-1200 switching locomotive
bearing road number NREX 1215

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

"Locomotive Lease Agreement"

Also enclosed is a check in the amount of \$30 payable to the Surface Transportation Board to cover the required recordation fee.

Hon. Vernon A. Williams
May 13, 2004
Page two

Please date stamp and return to me one copy of the enclosed document.

Sincerely yours,

A handwritten signature in black ink, appearing to read "John D. Heffner". The signature is stylized and cursive.

John D. Heffner

Enclosure

cc: Robert Loewer, Esq.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 4, 2004, by and between NATIONAL RAILWAY EQUIPMENT COMPANY ("Lessor"), and ISPAT INLAND INC. ("Lessee"), with reference to the following:

Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model described herein.

Each locomotive is fully-described in a certain Lease Agreement dated as of May 4, 2004 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

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.

LESSEE:

ISPAT INLAND INC.

By: TAMCCUE

Name: TAMCCUE

Title: TREASURER

LESSOR:

NATIONAL RAILWAY EQUIPMENT COMPANY

By: James M. Wurtz Jr.

Name: James M. Wurtz Jr.

Title: Vice President

STATE OF Indiana)
COUNTY OF Lake) SS.

On this 7th day of MAY, 2004, before me appeared Thomas A. McCue, the person who signed this instrument who acknowledged that (s) he is the Treasurer of Isport Inland Inc and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Pamela M. Golon

Notary Public

[Seal]

My Commission Expires:

March 25, 2010

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

On this 10th day of May, 2004, before me appeared James White, the person who signed this instrument who acknowledged that (s) he is an officer of **NATIONAL RAILWAY EQUIPMENT COMPANY** and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Robert E. Loewer, Jr.

Notary Public

[Seal]



My Commission Expires:

3-3-2007

SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT COMPANY

Lessee: ISPAT INLAND INC.

Approved by: TA McC
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

14400 South Robey Street
Dixmoor, Illinois 60426

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor
Name & Invoice Number

Equipment
Description

National Railway Equipment Company

1 EMD SW-1200 locomotive