



CORPORATION SERVICE COMPANY

RECORDATION NO. 25501 FILED



March 16, 2005

MAR 17 '05 10-59 AM

SURFACE TRANSPORTATION BOARD

Barbara Saddler
Surface Transportation Board
Recordation Office
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RE: 142523-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 3, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **OMNISOURCE CORP**
3433 East Washington Fort Wayne, IN 46808

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **OMNISOURCE CORP** covering 60 Mill Gondola cars with reporting marks and numbers: ALY 32192 – CEFX 32296 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3rd day of June, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and OMNISOURCE CORP., an Indiana corporation, with an address at 3433 E. Washington, Fort Wayne, IN 46808 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 3, 2003 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

OMNISOURCE CORP.

By: Philip R. Pedwell
Name: OmniSource Corp
Title: Director of Rail & Passenger Transportation

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Schedule A

Number of Cars			Equipment Description		
60	52' Mill Gondola Cars				
1	ALY	32192	53	CEFX	32276
2	ATW	50300	54	CEFX	32281
3	ATW	50315	55	CEFX	32285
4	CEFX	30355	56	CEFX	32286
5	CEFX	30356	57	CEFX	32289
6	CEFX	30357	58	CEFX	32290
7	CEFX	30367	59	CEFX	32294
8	CEFX	30379	60	CEFX	32296
9	CEFX	30388			
10	CEFX	30391			
11	CEFX	30392			
12	CEFX	30394			
13	CEFX	30397			
14	CEFX	30400			
15	CEFX	30528			
16	CEFX	30547			
17	CEFX	31959			
18	CEFX	31960			
19	CEFX	31989			
20	CEFX	31992			
21	CEFX	32108			
22	CEFX	32116			
23	CEFX	32130			
24	CEFX	32143			
25	CEFX	32151			
26	CEFX	32162			
27	CEFX	32166			
28	CEFX	32167			
29	CEFX	32174			
30	CEFX	32178			
31	CEFX	32182			
32	CEFX	32188			
33	CEFX	32194			
34	CEFX	32196			
35	CEFX	32198			
36	CEFX	32203			
37	CEFX	32214			
38	CEFX	32219			
39	CEFX	32221			
40	CEFX	32233			
41	CEFX	32234			
42	CEFX	32238			
43	CEFX	32240			
44	CEFX	32250			
45	CEFX	32251			
46	CEFX	32252			
47	CEFX	32254			
48	CEFX	32256			
49	CEFX	32258			
50	CEFX	32260			
51	CEFX	32261			
52	CEFX	32264			