

RECORDATION NO. 25586-A FILED

MAY 13 '05 1-50 PM

SURFACE TRANSPORTATION BOARD

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

May 13, 2005

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 #8 to Full Service Master Lease Agreement, dated as of November 8, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #6 to Full Service Master Lease Agreement being filed with the Board under Recordation Number _____.

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: American Steel Processing Co.
11411 Landfill Road
Panama City Beach, Florida 32413

Mr. Vernon A. Williams
May 13, 2005
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A description of the railroad equipment covered by the enclosed document is:

8 gondola cars within the series MWCX 100233 – MWCX 100246 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Schedule #8 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$32.00 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #8 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

AMERICAN STEEL PROCESSING CO.

as Lessee

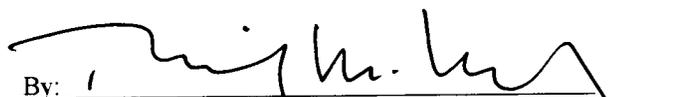
MEMORANDUM OF SCHEDULE #8 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #8 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of November 8, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and AMERICAN STEEL PROCESSING CO., a Florida 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 Schedule #8 dated November 8, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of November 24, 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 Schedule #8.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #8 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

AMERICAN STEEL PROCESSING CO.

By:  C.E.O.
Name:
Title:

STATE OF Ill, CITY OF Elk River, TO WIT:

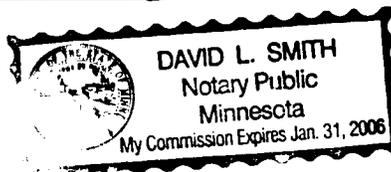
On this 10 day of Nov, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Nov 10, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David L. Smith

Notary Public

[Notarial Seal]

My commission expires: 1-31-06



STATE OF Florida, CITY OF Lynn Haven, TO WIT:

On this 9th day of November, 2004 before me appeared, Tom J. Fanell, to me personally known, who being by me duly sworn, says that he is a CEO of AMERICAN STEEL PROCESSING CO., a Florida Corporation, that said instrument was signed and sealed on Nov 9, 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.

Michael R. Owen

Notary Public

[Notarial Seal]



Michael R Owen
My Commission DD219741
Expires August 22, 2007

My commission expires:

EXHIBIT A

DESCRIPTION OF RAILCARS

Up to eight (8) 6007 cube, 100-ton gondolas with 263,000 lb GRL; AAR Car Type Code E500 with the following marks and numbers:

MWCX 100233, 100234, 100235, 100237, 100240, 100241, 100243 and 100246