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August 23, 2005

RECORDATION NO. 25787 FILED

AUG 23 '05

1-49 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

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, dated as of November 11, 2004, 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 4949 Autumn Oaks Drive, Suite B Maryville, Illinois 62062 |
| Lessee: | Commercial Metals Company 7800 Stemmons Freeway, 10th Floor Dallas Texas 75247 |

Mr. Vernon A. Williams
August 23, 2005
Page 2

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

12 railcars: SMIX 4033 – SMIX 4044.

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

Memorandum of Schedule #2.

Also enclosed is a check in the amount of \$33.00 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

AUG 23 '05

1-49 PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #2

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

COMMERCIAL METALS COMPANY

as Lessee

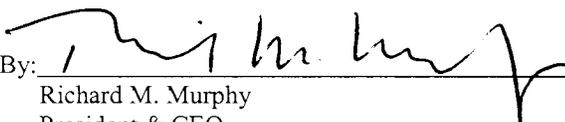
MEMORANDUM OF SCHEDULE #2

THIS MEMORANDUM OF SCHEDULE #2 is effective as of November 11, 2004 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and COMMERCIAL METALS COMPANY, a Delaware 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 #2 dated November 11, 2004 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.

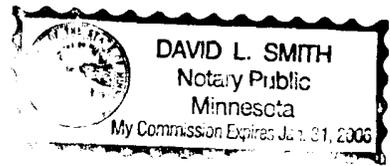
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

COMMERCIAL METALS COMPANY

By: 
Name: *Russell R. ...*
Title: *CEO CMC Steel Group*



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

On this 16 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 16, 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.

[Signature]
Notary Public

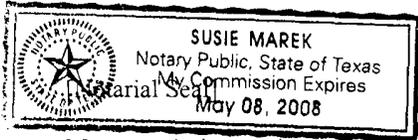
[Notarial Seal]

My commission expires: 1-31-06

STATE OF _____, CITY OF _____, TO WIT:

On this 13th day of November, 2004 before me appeared, Russell Rinn, to me personally known, who being by me duly sworn, says that he is a COO, CMC Steel Group of COMMERCIAL METALS COMPANY, a Delaware Corporation, that said instrument was signed and sealed on November 12, 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.

[Signature]
Notary Public



My commission expires:

EXHIBIT A

Description of Railcars:

Twelve (12) railcars with the following Car Marks and Numbers:

SMIX 4033 through 4044, inclusive