

MEMORANDUM NO. 26175 FILED

FEB 03 '06 3-52 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 3, 2006

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 #10, dated as of August 15, 2005, 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 Corp
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
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A description of the railroad equipment covered by the enclosed document is:

11 gondola cars: MRMX 100290, MRMX 100292, MRMX 100295, MRMX 100299, MRMX 100301, MRMX 100304, MRMX 100306 - MRMX 100307, MRMX 100310 - MRMX 100311 and MRMX 100314.

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

Memorandum of Schedule #10.

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,



Edward M. Luria

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #10 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

AMERICAN STEEL PROCESSING CO.

as Lessee

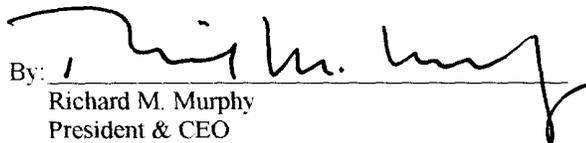
MEMORANDUM OF SCHEDULE #10 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #10 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of August 15, 2005, 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 #10 dated August 15, 2005 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 #10.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #10 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: 
Name: _____
Title: _____

STATE OF Illinois COUNTY Madison CITY OF Madison, TO WIT:

On this 24th day of August, 2005 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 August 24, 2005 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.

OFFICIAL SEAL
MICHELLE NATION
Notary Public, State of Illinois
My commission expires 10/1/08
[Notarial Seal]

Michelle Nation
Notary Public

My commission expires: 10-1-08

STATE OF FLORIDA CITY OF Lynn Haven, TO WIT:

On this 18 day of August, 2005 before me appeared, Tom J. Fanell, to me personally known, who being by me duly sworn, says that he is a President of AMERICAN STEEL PROCESSING CO., a Florida Corporation, that said instrument was signed and sealed on _____, 2005 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.

NOTARY PUBLIC
Michael R Owen
My Commission DD219741
Expires August 22, 2007
[Notarial Seal]

Michael R Owen
Notary Public

My commission expires:

EXHIBIT A

DESCRIPTION OF RAILCARS

Eleven (11) 4400 cube, 100-ton gondolas with 263,000 lb GRL; AAR Car Type Code J312 with the following marks:

MWCX 100290, MWCX 100292, MWCX 100295, MWCX 100299, MWCX 100301, MWCX 100302, MWCX 100306, MWCX 100307, MWCX 100310, MWCX 100311 and MWCX 100314