



The David J. Joseph Company



March 17, 2006

RECORDATION NO. 26244 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

MAR 16 '06

11-02 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Master Lease Agreement dated as of March 14, 2006 between the following parties:

Lessee: Mittal Steel USA, Inc.
3210 Watling Street
E. Chicago, IL 46312-1716

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

This filing is to appear in the index as follows: Memorandum of Master Lease Agreement dated March 14, 2006.

Please file this agreement as a primary document. The amount of \$33.00 is included on the enclosed check for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

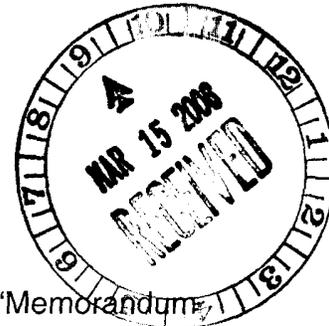
Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 26244 FILED

MAR 16 '06

11-02 AM



**MEMORANDUM OF
SURFACE TRANSPORTATION BOARD MASTER LEASE AGREEMENT**

This **MEMORANDUM OF MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 14th day of March, 2006, is intended to evidence the lease dated as of February 17, 2006 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **MITTAL STEEL USA, INC.**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the railcars as described in applicable Riders (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and applicable Riders.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Assistant Corporate Secretary

Date: March 14, 2006

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 14th day of March, 2006, by Everett N. Martin, the Assistant Corporate Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M Woodard
Notary Public

My Commission expires:

Sept. 24, 2007



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

EXHIBIT A

To the Memorandum of Lease dated February 17, 2006, between The David J. Joseph Company and Mittal Steel USA, Inc.

DESCRIPTION OF UNITS

Thirty-one (31) railcars bearing reporting marks:

SH 250-278, inclusive and SH 294-295, inclusive

EXHIBIT A

To the Memorandum of Lease dated February 17, 2006, between The David J. Joseph Company and Mittal Steel USA, Inc.

DESCRIPTION OF UNITS

Twenty-five (25) railcars bearing reporting marks:

SH 6150-6174, inclusive

EXHIBIT A

To the Memorandum of Lease dated February 17, 2006, between The David J. Joseph Company and Mittal Steel USA, Inc.

DESCRIPTION OF UNITS

Nine (9) railcars bearing reporting marks:

SH 279
SH 282
SH 283
SH 285
SH 286
SH 287
SH 289
SH 292
SH 293

EXHIBIT A

To the Memorandum of Lease dated February 17, 2006, between The David J. Joseph Company and Mittal Steel USA, Inc.

DESCRIPTION OF UNITS

Three (3) railcars bearing reporting marks:

SH 280

SH 281

SH 290

EXHIBIT A

To the Memorandum of Lease dated February 17, 2006, between The David J. Joseph Company and Mittal Steel USA, Inc.

DESCRIPTION OF UNITS

Three (3) railcars bearing reporting marks:

SH 284

SH 288

SH 291