



CORPORATION SERVICE COMPANY

RECORDATION NO. 25480-B FILED

MAR 17 2006

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SURFACE TRANSPORTATION BOARD

March 16, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 150680-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 21, 2005 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: **COMMERCIAL METALS COMPANY**
101 South 50th Street, Birmingham, AL 35212

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: **COMMERCIAL METALS COMPANY** covering 62 66' mill gondolas with reporting marks and numbers – TCMX 35398 – 555557 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25480 dated March 2, 2005 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3793.

Thank you for your prompt assistance.

Sincerely,

STEVE TURNER
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21st day of October, 2005, 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 COMMERCIAL METALS COMPANY, a Delaware corporation, with an address at 101 South 50th Street, Birmingham, AL 35212 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

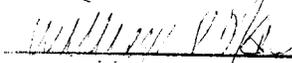
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 14, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on March 2, 2005 and given Recordation Number 25480.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, 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: 
Name: William P. O'Brien
Title: Vice President

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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.

COMMERCIAL METALS COMPANY

By: 
Name: Alan Postel
Title: President, CMC Recycling Division

Schedule A

Number of Cars

Equipment Description

62 66' Mill Gondola

1	TCMX	35398	53	TCMX	555548
2	TCMX	35399	54	TCMX	555549
3	TCMX	35400	55	TCMX	555550
4	TCMX	35401	56	TCMX	555551
5	TCMX	35402	57	TCMX	555552
6	TCMX	35403	58	TCMX	555553
7	TCMX	35404	59	TCMX	555554
8	TCMX	35405	60	TCMX	555555
9	TCMX	35406	61	TCMX	555556
10	TCMX	35407	62	TCMX	555557
11	TCMX	35408			
12	TCMX	35409			
13	TCMX	555508			
14	TCMX	555509			
15	TCMX	555510			
16	TCMX	555511			
17	TCMX	555512			
18	TCMX	555513			
19	TCMX	555514			
20	TCMX	555515			
21	TCMX	555516			
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