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RECORDATION NO. 26315 FILED

APR 28 '06 10-28 AM

SURFACE TRANSPORTATION BOARD

April 28, 2006

Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #3 dated 4/26/06 including the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

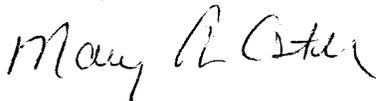
Lessee: Commercial Metals Company  
7800 Stemmons Freeway, 10<sup>th</sup> Floor  
Dallas, TX 75247

Equipment: 19, 4000 cf J301 Gondolas  
SMIX 4045-4064, excluding 4061

Please record this agreement as a primary document. The filing fee of \$34 is enclosed.  
Thank you.

Summary: Memorandum of Schedule #3 dated 4/26/06 between Midwest Railcar Corporation as Lessor and Commercial Metals Company as Lessee including 19, Gondolas, SMIX 4045-4064, excluding 4061, a primary document.

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosure

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SURFACE TRANSPORTATION BOARD

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**MIDWEST RAILCAR CORPORATION**

**MEMORANDUM OF SCHEDULE #3**

**between**

**MIDWEST RAILCAR CORPORATION**

**as Lessor**

**and**

**COMMERCIAL METALS COMPANY**

**as Lessee**

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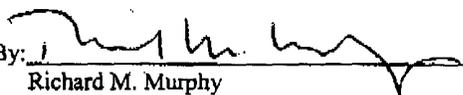
MEMORANDUM OF SCHEDULE #3

THIS MEMORANDUM OF SCHEDULE #3 is effective as of April 26, 2005 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and COMMERCIAL METALS COMPANY, a Delaware Corporation ("Lessee"), with reference to the following:

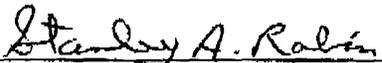
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated April 26, 2005 between Lessor and Lessee (the "Lease").
2. The Lease 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 #3 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

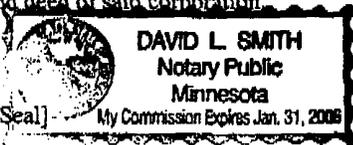
By:   
Richard M. Murphy  
President & CEO

COMMERCIAL METALS COMPANY

By:   
Name: Stanley A. Rabin  
Title: Chairman, President & CEO

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

On this 9 day of May, 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 May 9, 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.

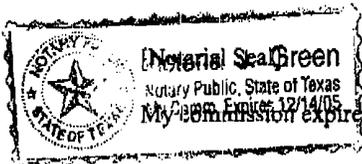


David L. Smith  
Notary Public

My commission expires: 1-31-06

STATE OF Texas, CITY OF Irving, TO WIT:

On this 3rd day of May, 2005 before me appeared, Stanley A. Rabin, to me personally known, who being by me duly sworn, says that he is a President, of COMMERCIAL METALS COMPANY, a Delaware Corporation, that said instrument was signed and sealed on May 3, 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.



Victoria J. Green  
Notary Public

My commission expires: 12/14/05

EXHIBIT A

Description of Railcars:

Nineteen (19) railcars with  
the following Car Marks and  
Numbers:

SMIX 4045 through 4064,  
excluding 4061