



CORPORATION SERVICE COMPANY

REGISTRATION NO. 25480C FILED

SEP 07 '06

11-28 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: September 6, 2006

Order#: 356140/005

Re: CEFX30205-CEFX32142 COMMERCIAL METALS COMPANY

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 09/22/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Lessor:
The CIT Group/Equipment Financing
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessee:
Commercial Metals Company
101 South 50th Street
Birmingham, AL 35212



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6th day of March, 2006, 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: William P. O'Brien
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: Don Wilson
Name: Don Wilson
Title: Mgr TRANSPORTATION

Handwritten initials and date:
DW
3-6

Schedule A

Number of Cars

Equipment Description

10 52' - high sided steel mill gondola

1	CEFX	30205
2	CEFX	30211
3	CEFX	30215
4	CEFX	30224
5	CEFX	31525
6	CEFX	31560
7	CEFX	31561
8	CEFX	32100
9	CEFX	32128
10	CEFX	32142