



2600 South Thompson Street
P.O Box 1234
Springdale, AR 72765-1234
Phone: (479) 756-8811
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RECORDATION NO. 27365 FILED

FEB 01 '08

2-51 PM

SURFACE TRANSPORTATION BOARD



December 12, 2007

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

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is two (2) copies of a Memorandum of Collateral, dated as of June 15, 2007. Please record as a primary recordation.

The names and addresses of the parties to the enclosed document are:

Assignor: TPS Leasing Company, LLC.
5430 LBJ Freeway, Suite 1575
Dallas TX 75240-2641
Attention: Tom Tolland

Assignee: United Bank and Trust
2600 South Thompson
Springdale, AR 72764
Attention: Clinton Ryan

A description of the railroad equipment covered by the enclosed document is: (77) 57' Flat Deck Flatcars & (123) 50" Bulkhead Flatcars identified in Exhibit A attached hereto.

Also enclosed is a check in the amount of \$35.00 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,

Clinton Ryan

FEB 01 '08

2-51 PM

MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASE**SURFACE TRANSPORTATION BOARD**

The Memorandum of (Collateral) Assignment of Lease is hereby entered into as of the 15th, day of June, 2007 by and between the **United Bank and Trust** an Arkansas Corporation ("Bank"), and **TPS Leasing Company, LLC.** a Texas Corporation ("Assignor").

WITNESSETH:

1. The Assignor hereby assigns, transfers and sets over unto Bank, all of the Assignor's right, title and interest (but not its obligations) in certain leases, hereinafter described in paragraph 2 infra, and any other Equipment Riders and schedules thereto (together, the "Lease", whether one or more) and all rents and other sums due there under, and all proceeds there from with respect to those certain railcars identified on the attached Exhibit "A" hereto (the "Railcars"), and all rents, renewal rents, proceeds of the settlement for the Railcars which are lost, destroyed or damaged beyond repair and all sums due and to become due under and pursuant to or by reason of the Lease, as well as any and all subleases of the Railcars.
2. The Assignor has assigned its interest, as set forth in paragraph 1 supra, in the following leases:
 - a.) Master Lease Contract No.12/1602/01L dated August 30, 2002 and Schedule A, B between TPS Leasing Company, LLC. and Mittal Steel USA Inc. covering 199 Flatcars identified on Exhibit A at attached hereto.
3. This assignment is given and intended as continuing collateral for the payment of the indebtedness of the Assignor (as "Grantor") to Bank (as "Lender") as provided for in the Commercial Security Agreement dated the 15 of June, 2007 (the "Agreement"), including but not limited to any and all promissory notes executed there under (the "Promissory Notes"), including any and all interest thereon and expenses therefore and any and all extensions and/or renewals of the referenced indebtedness, whether such indebtedness shall at any time or from time to time have been reduced or paid in full and thereafter increased or reincurred, and no renewal of, or extension of time of payment of the subject indebtedness or any part thereof, and no agreement not to sue or release or discharge of any persons liable therefore or thereon, or release or exchange of other collateral or any act or thing whatsoever shall diminish, discharge, impair or affect this Assignment or the security afforded hereby, save payment in full by the Assignor to Bank of any and all indebtedness of the Assignor to Bank arising under the Agreement and the Promissory Note, while no default exists under any of the other provisions thereof. If such payment in full is made by the Assignor while no such default exists or if any such payment in full is made while any default exists and all such defaults are subsequently corrected by the Assignor, the Assignor shall be entitled to have the Assignment discharged.
4. Capitalized terms not defined herein shall have the meanings ascribed to them in the Agreement. This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart

constituting an original but together only one memorandum of Assignment of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

TPS Leasing Company, LLC, Assignor

Larry Steinberg
Larry Steinberg
Manager

Tom Toland
Tom Toland
Manager

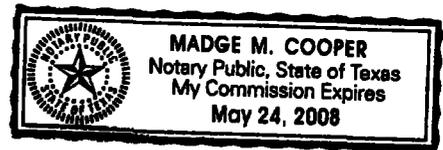
UNITED BANK and TRUST, Assignee

Clinton Ryan
Clinton Ryan
Assistant Vice President of Commercial Lending

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

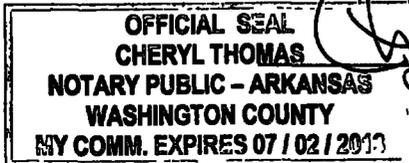
The foregoing Assignment of Lease was acknowledged before me this 15th day of June 2007 by Larry Steinberg and Tom Toland, Managers for TPS Leasing Company, LLC.

Madge M. Cooper
Notary Public



STATE OF ARKANSAS)
) ss.
COUNTY OF WASHINGTON)

The foregoing Assignment of Lease was acknowledged before me this 23rd day of April 2007, by Clinton Ryan, Commercial Loan Officer, United Bank and Trust, Springdale, Arkansas.



Cheryl Thomas
Notary Public

UNITED BANK
P.O. BOX 1234
2600 SOUTH THOMPSON STREET
SPRINGDALE, AR 72764

"SCHEDULE A' Second Schedule of Equipment for Master Lease 12/1602/01L"84 MONTH LEASE OF 145 FLAT CARS - EQUIPMENT LIST

<u>QTY.</u>	<u>TYPE</u>	<u>DESCRIPTION/FEATURE</u>	<u>CAR NOS.</u>	<u>MONTHLY RENTAL</u>
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 40115	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406032	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406034	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406035	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406039	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406059	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406148	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406169	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406182	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406209	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406214	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406201	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406237	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406242	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406248	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406254	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406260	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406266	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406268	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406270	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406272	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406273	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406277	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406279	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406303	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406304	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406309	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406310	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406321	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406328	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406337	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406342	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406343	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406346	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406348	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406351	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406353	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406354	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406355	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406357	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406361	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406363	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406365	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406372	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406376	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406379	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406380	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406383	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406384	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406385	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406386	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406389	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406395	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406396	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406400	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406402	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406405	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406406	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406409	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406411	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406412	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406416	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406417	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406423	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406426	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406428	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406431	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408432	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406436	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406438	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406441	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406446	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406448	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406465	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406486	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406491	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406495	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406496	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406501	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406504	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406511	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406515	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406516	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406525	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406527	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406537	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406539	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406546	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406547	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406554	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406560	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406562	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406564	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406570	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406573	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406576	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406578	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 56219	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 56224	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 56250	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406041	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406051	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406136	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406151	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406157	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406160	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406170	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406176	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406185	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406191	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406201	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406203	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406205	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406208	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406215	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406225	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 110806	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 110834	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 20109	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 20115	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 20126	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 403801	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 403891	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401790	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401874	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401875	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401910	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401919	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401932	\$287.00*

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401935	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 402017	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 402028	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 402108	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401861	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401953	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408152	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408225	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408234	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408361	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408368	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408390	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408522	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408565	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408568	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408603	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408605	\$287.00*

* Heavier Cars which require the bulkhead to be completely removed and the hand brake to be repositioned in order to carry a 165,000+ lb. load limit.

Car Rental :

The monthly rental on the 145 available Cars is \$ 287.00 per Car per month (\$287.00 x 145 Cars = \$41,615.00 x 84 months). The Cars will be forwarded from the railcar repair shop following enhancements to make the cars suitable for use by Mittal Steel USA. The term of this Lease may be extended for 36 months at \$287.00 per Car per month or automatically extended month to month at a

\$300.00 per Car per Month rate after the Lease expiration until terminated by the Lessee or the Lessor giving 180 days written notice. Redelivery of the Cars will be to a Designated Railcar Repair Shop in Illinois or Indiana for the lease return inspection at Lessee's expense. In addition to the Rental Charges a fee of \$10 per Car per month will be added for accounting to run the cars under the LMIC RR Marks of the Lake Michigan & Indiana Railroad Company owned by Mittal Steel USA. (\$10.00 x 145 Cars = \$1450.00) Total monthly lease invoice equals \$43,065.00

Stipulated Loss Value of the Cars :

Year 1 Months 1 thru 6 = \$19,461.00	Months 7 thru 12 = \$18,539.00
Year 2 Months 1 thru 6 = \$17,195.00	Months 7 thru 12 = \$15,993.00
Year 3 Months 1 thru 6 = \$14,741.00	Months 7 thru 12 = \$13,439.00
Year 4 Months 1 thru 6 = \$12,084.00	Months 7 thru 12 = \$10,674.00
Year 5 Months 1 thru 6 = \$ 9,206.00	Months 7 thru 12 = \$ 7,679.00
Year 6 through month 84 the value remains \$7,500.00	

Paragraph 26 "Reports" and Paragraph 27 "Empty Mileage" in Rail Equipment Lease 12/1602/01L apply only to Tankcars and do not create any requirements for information or reports about the Flatcars being leased in this Schedule "A" Second Schedule of Leased Equipment for Master Lease 12/1602/01L".

Mittal Steel USA, Inc.

 LESSEE:

M. Bennett

 BY:

Vice President _____
 TITLE: *4/25/06* _____
 DATE:

**SCHEDULE B' Second Schedule of Equipment for Master Lease
12/1602/01L**

CERTIFICATE OF ACCEPTANCE

<u>QTY.</u>	<u>TYPE</u>	<u>DESCRIPTION/FEATURE</u>	<u>CAR NOS.</u>	<u>MONTHLY RENTAL</u>
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 40115	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406032	\$287.00
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1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406266	\$287.00
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1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406270	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406272	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406273	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406277	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406279	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406303	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406304	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406309	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406310	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406321	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406328	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406337	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406342	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406343	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406346	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406348	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406351	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406353	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406354	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406355	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406357	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406361	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406363	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406365	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406372	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406376	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406379	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406380	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406383	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406384	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406385	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406386	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406389	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406395	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406396	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406400	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406402	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406405	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406406	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406409	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406411	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406412	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406416	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406417	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406423	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406426	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406428	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406431	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408432	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406436	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406438	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406441	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406446	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406448	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406465	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406486	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406491	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406495	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406496	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406501	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406504	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406511	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406515	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406516	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406525	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406527	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406537	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406539	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406546	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406547	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406554	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406560	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406562	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406564	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406570	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406573	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406576	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406578	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 56219	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 56224	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 56250	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406041	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406051	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406136	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406151	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406157	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406160	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406170	\$287.00

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406176	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406185	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406191	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406201	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406203	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406205	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406208	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406215	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 406225	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 110806	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 110834	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 20109	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 20115	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 20126	\$287.00
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 403801	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 403891	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401790	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401874	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401875	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401910	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401919	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401932	\$287.00*

1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401935	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 402017	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 402028	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 402108	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401861	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 401953	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408152	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408225	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408234	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408361	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408368	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408390	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408522	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408565	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408568	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408603	\$287.00*
1	Flatcar	50' AAR Type LO26 Steel Deck 70 ton Capacity	LMIC 408605	\$287.00*

* Heavier Cars which require the bulkhead to be completely removed and the hand brake to be repositioned in order to carry a 165,000+ lb. load limit.

145 Total Cars Accepted for Lease on This Schedule B'

Lessee certifies that as of the date hereof, the Cars set forth above, being leased pursuant to "Schedule A" Second Schedule of Equipment Leased under Master Rail Equipment Lease # 12/1602/01L
dated 02/17/2006