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LAW OFFICES OF
LOUIS E. GITOMER**SURFACE TRANSPORTATION BOARD**LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

November 4, 2008

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Consent and Agreement to Lease Collateral, a secondary document, dated as of October 6, 2008. We request that this document be given the "B" suffix of the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Consent and Agreement to Lease Collateral are:

Secured Party:

JPMorgan Chase Bank, N.A.
Baton Rouge Business Banking LPO
450 Laurel, Suite 1200
Baton Rouge, LA 70801

Borrower:

Marchand Machinery Maintenance Co.-K, L.L.C.
aka Marchand Machinery Maintenance Co.-K
17877 Greenwell Springs Road
Greenwell Springs, LA 70739

Lessee:

Tube City-IMS, LLC
17877 Greenwell Springs Road
Greenwell Springs, LA 70739

A description of the equipment covered by the Memorandum of Consent and Agreement to Lease Collateral consists of one SW-1200 locomotive numbered NREX 3548, to be renumbered KMMX 130.

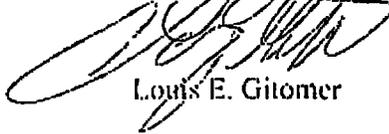
Honorable Anne K. Quinlan
November 4, 2008
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A fee of \$ 41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Consent and Agreement to Lease Collateral among JPMorgan Chase Bank, N.A., Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, Marchand Machinery Maintenance Co.-K, L.L.C., aka Marchand Machinery Maintenance Co.-K, 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, and Tube City-IMS, LLC, 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, covering one SW-1200 locomotive numbered NREX 3548, to be renumbered KMMX 130.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF CONSENT AND AGREEMENT TO LEASE COLLATERAL

dated as of October 2, 2008

among

JPMORGAN CHASE BANK, N.A.,
as Secured Party,

MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C.,
aka MARCHAND MACHINERY MAINTENANCE CO.-K
as Borrower,

and

TUBE CITY-IMS, LLC
as Lessee

MEMORANDUM OF CONSENT AND AGREEMENT TO LEASE COLLATERAL

THIS MEMORANDUM OF CONSENT AND AGREEMENT TO LEASE COLLATERAL is made and entered into as of October ____, 2008, among JPMORGAN CHASE BANK, N.A. ("Secured Party"), Baton Rouge Business Banking L.P.O. 450 Laurel, Suite 1200, Baton Rouge, LA 70801, MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C., aka MARCHAND MACHINERY MAINTENANCE CO.-K as Borrower ("Borrower"), 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, and TUBE CITY-IMS, LLC ("Lessee"), 17877 Greenwell Springs Road, Greenwell Springs, LA 70739.

WITNESSETH

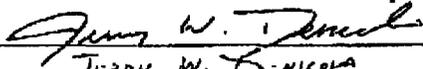
Secured Party, Borrower, and Lessee have entered into that certain Consent and Agreement to Lease Collateral dated as of October 6, 2008 by which: (1) Secured Party has agreed to the lease of one SW-1200 locomotive numbered NREX 3548, to be renumbered KMMX 130 (the "Locomotive") from Borrower to Lessee; (2) Borrower has agreed that it shall have absolute and unconditional liability for payment and performance of all obligations, agreements and indemnities of Borrower under the Loan Documents, including, without limitation, the obligation to pay all principal and interest and other amounts due or to become due under the Loan Documents directly to Secured Party; and (3) Lessee agrees that its rights in the Locomotive are subordinate to the Loan Documents and the rights and remedies of the Secured Party.

This Memorandum of Consent and Agreement to Lease Collateral may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Consent and Agreement to Lease Collateral.

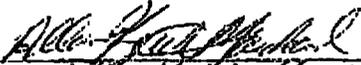
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Consent and Agreement to Lease Collateral to be executed as of the date first above written

JPMORGAN CHASE BANK, N.A.

By: 
Name: JERRY W. BENICOLA
Title: VICE PRESIDENT

MARCHAND MACHINERY MAINTENANCE
CO -K, L L C

By: 
Name: Allen Kenzie Herdman
Title: President

TUBE CITY-IMS. LLC

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Consent and Agreement to Lease Collateral to be executed as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: _____
Name: _____
Title: _____

MARCIAND MACHINERY MAINTENANCE
CO.-K, L.L.C.

By: _____
Name: _____
Title: _____

TUBE CITY-IMS, LLC

By: [Signature]
Name: _____
Title: _____

STATE OF LOUISIANA)
) ss.
COUNTY OF EAST BATON ROUGE)

On this 28th day of October 2008, before me, Bridget B. Demicola undersigned Notary Public, personally appeared Jerry W. Demicola personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Bridget B. Demicola
Notary Public La Bar Roll #27433

My commission expires:

at death

STATE OF LOUISIANA)
) ss.
COUNTY OF EAST BATON ROUGE)

On this 28th day of October 2008, before me, Bridget B. Demule undersigned Notary Public, personally appeared Allen Keith Marchand personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Bridget B. Demule
Notary Public

My commission expires:

at death

