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August 1, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Schedule #5 to Master Railcar
Lease Agreement dated 12/21/12

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

Lessee: Omnisource Corporation
7575 West Jefferson Blvd.
Fort Wayne, IN 46804

Equipment: 20, 3267 cf 52'6" Mill Gondolas
OMNX 801-820

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #5
TO MASTER RAILCAR LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

OMNISOURCE CORPORATION

as Lessee

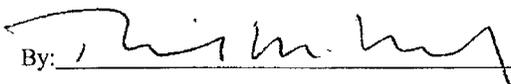
MEMORANDUM OF SCHEDULE #5 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #5 TO MASTER RAILCAR LEASE AGREEMENT is effective as of December 21, 2012 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and OMNISOURCE CORPORATION, an Indiana 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 #5 dated December 21, 2012 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of December 21, 2012 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 railcar shall be as set forth in the Schedule #5.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #5 to Master Railcar Lease Agreement be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

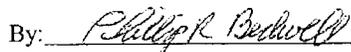
By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 1/22/13

OMNISOURCE CORPORATION
Lessee

By: 

Printed
Name: Phillip R. Bedwell

Title: Manager Logistics & Transportation Resources

Date: Dec. 27, 2012

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 2nd day of January, 2013 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 January 22, 2013 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.

[Notarial Seal]

Karyn F Ward
Notary Public

My commission expires: 5/13/14



STATE OF Indiana, COUNTY OF Allen, TO WIT:

On this 27 day of Dec., 2012 before me appeared, Phillip R Bedwell, to me personally known, who being by me duly sworn, says that he is a Muncie, of OMNISOURCE CORPORATION, an Indiana Corporation, that said instrument was signed and sealed on _____, 2012 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.

[Notarial Seal]

Heather M. Graham
Notary Public

My commission expires:

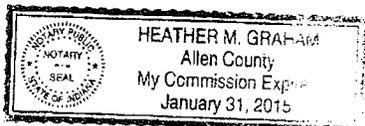


EXHIBIT A

DESCRIPTION OF RAILCARS

Twenty (20) Railcars with the following reporting marks and numbers:

OMNX 801 – OMNX 820, Inclusive