

RECORDATION NO. 24834 FILED

FEB 27 '04 3-21 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 27, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #4 to Full Service Master Lease Agreement, dated as of January 27, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	MHF-LS Equipment Inc. 800 Cranberry Woods Drive Suite 450 Cranberry Township, Pennsylvania 16066

Mr. Vernon A. Williams
February 27, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

20 gondola cars: MWCX 100406 - MWCX 100425.

A short summary of the document to appear in the index is:

Memorandum of Schedule #4 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 24834 FILED

FEB 27 2004 3-21 PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #4 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

MHF-LS EQUIPMENT, INC.

as Lessee

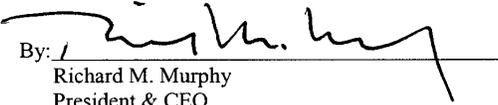
MEMORANDUM OF SCHEDULE #4 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #4 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of January 27, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MHF-LS, EQUIPMENT, INC., a Pennsylvania 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 #4 dated January 27, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 31, 2003 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 Schedule #4.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #4 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

MHF-LS EQUIPMENT, INC.

By: 
Name: Mark DeFatta
Title: Director of ops

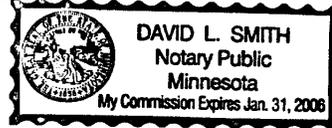
STATE OF MN, CITY OF Elk River, TO WIT:

On this 13 day of Feb, 2004 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 Feb 13, 2004 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.


Notary Public

[Notarial Seal]

My commission expires: 1-31-06



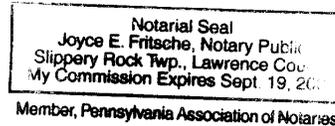
STATE OF Pennsylvania, CITY OF Cranberry Township, TO WIT:

On this 6th day of February, 2004 before me appeared, Mark Delfratte, to me personally known, who being by me duly sworn, says that he is a Director of Operations, of MHF-LS EQUIPMENT, INC., a Pennsylvania Corporation, that said instrument was signed and sealed on February 6, 2004 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.


Notary Public

[Notarial Seal]

My commission expires: SEPT. 19, 2005



DESCRIPTION OF RAILCARS

Twenty (20) National Steel-built, 4400 c.f., 100-ton bathtub gondolas with 263,000 lb GRL and equipped with top chord modification with the reporting following marks:

MWCX 100406 - 100425