

OSTER
Researching Services

12897 Colonial Drive • Mt. Airy, MD 21771
Phone: 301-253-6040
Fax: 301-253-6040
maryannoster@adelphia.net

RECORDATION NO. 25888 FILED

OCT 07 '05 12-17 PM

SURFACE TRANSPORTATION BOARD

October 7, 2005

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

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Rider #6 to Master Net Lease Agreement dated 5/5/05 including the following parties and railroad equipment:

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

Lessee: Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

Equipment: 25, 4000 cf 100-ton Flat Bottom Rotary Gondolas
KCS 804000-804024

Please record this agreement as a primary document. The filing fee of \$33 is enclosed.
Thank you.

Summary: Memorandum of Rider #6 to Master Net Lease Agreement dated 5/5/05 between Midwest Railcar Corporation as Lessor and Kansas City Southern Railway Company as Lessee including 25, 4000 cf 100-ton Flat Bottom Rotary Gondolas, KCS 804000-804024.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

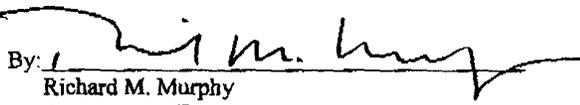
MEMORANDUM OF RIDER #6 TO MASTER NET LEASE AGREEMENT

THIS MEMORANDUM OF RIDER #5 TO MASTER NET LEASE AGREEMENT is effective as of May 5, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri 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 Rider #6 dated May 6, 2005 between Lessor and Lessee to the Master Net Lease Agreement dated as of June 2, 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 Rider #6.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider #6 to Master Net Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: 
Name: Ronald G. Russ
Title: Executive Vice President and CFO

RECORDATION NO. 25888 FILED
OCT 07 '05 12:17 PM
SURFACE TRANSPORTATION BOARD

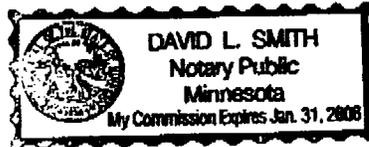
STATE OF MN, CITY OF Elk River, TO WIT:

On this 10 day of June, 2005 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 June 10, 2005 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.

David L. Smith
Notary Public

[Notarial Seal]

My commission expires: 1-31-06



STATE OF Missouri, CITY OF Kansas City, TO WIT:

On this 6th day of June, 2005 before me appeared, Ronald G. Russ, to me personally known, who being by me duly sworn, says that he is a Exec V.P. + CFO, of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri Corporation, that said instrument was signed and sealed on June 6, 2005 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.

Deborah A. Snoke
Notary Public

[Notarial Seal]

My commission expires:

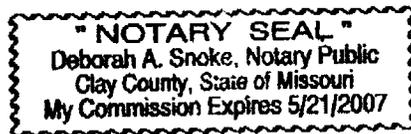


EXHIBIT A - DESCRIPTION OF RAILCARS

Thirty-Five (35) railcars with the reporting following reporting marks:

KCS 804000 - 804034, inclusive