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APR 18 '06 1:45 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 18, 2006

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 #2 to Full Service Master Lease Agreement, dated as of September 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #1 previously filed with the Board under Recordation Number 26020.

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

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B.
Maryville, Illinois 62062

Lessee: Midwest Grain Processors, LLC
1660 428th Street
Lakota, Iowa 50451

Mr. Vernon A. Williams
April 18, 2006
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A description of the railroad equipment covered by the enclosed document
is:

20 covered hopper cars: MWCX 480139 - MWCX 480158.

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

Memorandum of Schedule #2 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 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
Enclosure

RECORDATION NO. 26020-C FILED

APR 18 '06 1-45 PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

MIDWEST GRAIN PROCESSORS, LLC

as Lessee

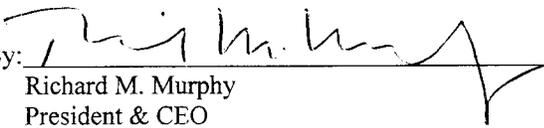
MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of September 29, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MIDWEST GRAIN PROCESSORS, LLC, a Delaware limited liability company ("Lessee"), with reference to the following:

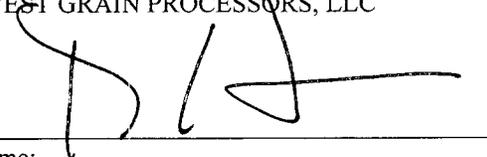
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated September 29, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of August 16, 2005 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 #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 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

MIDWEST GRAIN PROCESSORS, LLC

By: 
Name:
Title:

Dan Hernandez
CEO/GENERAL MANAGER

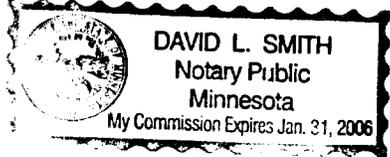
STATE OF MN, CITY OF EIK RIVER, TO WIT:

On this 13 day of Oct, 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 Oct 13, 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 Iowa, CITY OF LAKOTA, TO WIT:

On this 10th day of October, 2005 before me appeared, Jan Hernandez, to me personally known, who being by me duly sworn, says that he is a CEO, of MIDWEST GRAIN PROCESSORS, LLC, a Delaware limited liability company, that said instrument was signed and sealed on October 10, 2005 on behalf of said limited liability company 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.

Kathy Thomsen
Notary Public

[Notarial Seal]



My commission expires:

DESCRIPTION OF RAILCARS

Twenty (20) Covered Hopper Railcars with the reporting following marks:

MWCX 480139 - 480158, inclusive