



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2nd DAY AIR

May 6, 2002

Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

RECORDATION NO. 23355-B FILED
 MAY 09 '02 11-51 AM
 SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 12, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23355.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Midwest Railcar Corporation 9876 213th Avenue, N.W. Elk River, MN 55330</p>
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A description of the railroad equipment covered by the enclosed document is twenty (20) 2743 cubic foot mill gondola cars, with NDYX marks (see Exhibit A for numbers).

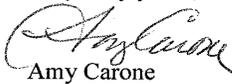
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Albany and Midwest Railcar Corporation, Lessee, covering twenty (20) 2743 cubic foot mill gondola cars, with NDYX marks (see Exhibit A for numbers).

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


 Amy Carone
 Manager of Documentation

Enclosures

(MIRA003)

RECORDATION NO. 23355-B FILED

MAY 09 '02 11-51 AM

ASSGN. NO.: MIRA003

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of April, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Midwest Railcar Corporation ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 2, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: K. A. Dombrowski

Name: K. A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 12th day of April, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

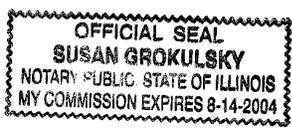
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of April, 2002.

Susan Grokulska
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

MIDWEST RAILCAR CORPORATION

ATTEST:

By: [Signature]

Name: Richard M. Murphy

Title: President & CEO

By: [Signature]

Name: ANN M. MURPHY

Title: SEI/TREASURER

Executed on this 25 day of March, 2002.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Sherburne

I, David L. Smith, a Notary Public of the County and State aforesaid, certify that Richard M. Murphy personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25 day of March, 2002.

[Signature]
Notary Public

Commission Expires:
1-31-06
(Notary Public)

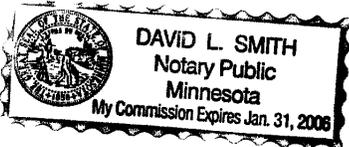


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: Mill Gondolas - 52'6", 2743 cfc, 110-ton nominal capacity
and 286,000 GWR

CAR NUMBERS: See below:

NDYX	487
NDYX	492
NDYX	493
NDYX	500
NDYX	502
NDYX	504
NDYX	507
NDYX	511
NDYX	521
NDYX	525
NDYX	528
NDYX	529
NDYX	532
NDYX	533
NDYX	536
NDYX	539
NDYX	542
NDYX	548
NDYX	549
NDYX	550
Count:	20