



RECORDATION NO. 24530 FILED

JUL 24 '03 2-59 PM

**SURFACE TRANSPORTATION BOARD**

July 14, 2003



Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
ATTN: Ms. Barbara Saddler

Dear Ms. Saddler:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Schedule #1 to Full Service Master Lease Agreement dated as of April 29, 2003, 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 is as follows:

Lessor: Midwest Railcar Corporation  
3 Professional Park Drive, Suite B  
Maryville, IL 62062

Lessee: Wilmot Transportation and Logistics, Ltd.  
278 Crackel Road  
Aurora, OH 44202

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

Ten (10), Thrall built, 4000 cubic foot, 100-ton flat bottom gondolas bearing the reporting marks:

MWCX 100257-100266, inclusive

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

Memorandum of Schedule #1 to Full Service Master Lease Agreement

12616 State Route 143, Highland, IL 62249  
(618) 654-1111 Fax (618)654-2110

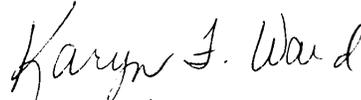
Surface Transportation Board  
Ms. Barbara Saddler  
July 14, 2003  
Page Two

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.

Sincerely,

FIRST MID-ILLINOIS BANK & TRUST

A handwritten signature in cursive script that reads "Karyn F. Ward".

Karyn F. Ward  
Commercial Loan Officer

Encl.

**MIDWEST RAILCAR CORPORATION**

---

---

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

RECORDATION NO. 24530 FILED

JUL 24 '03

**2-59 PM**

between

SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION,**

as Lessor

and

**WILMOT TRANSPORTATION AND LOGISTICS, LTD.**

as Lessee

---

---

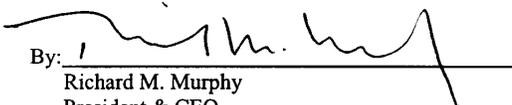
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of April 29, 2003, by and between MIDWEST RAILCAR CORPORATION, An Illinois Corporation ("Lessor"), and WILMOT TRANSPORTATION AND LOGISTICS, LTD., an Ohio 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 #1 dated April 29th, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of April 29th, 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 #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 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

WILMOT TRANSPORTATION AND LOGISTICS, LTD.

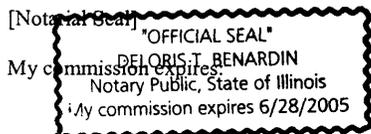
By: 

Name: Dennis E. Wilmot  
Title: President

STATE OF Illinois, County OF Madison, TO WIT:

On this 16<sup>th</sup> day of June, 2003 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 16, 2003 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]



Deloris J. Benardin  
Notary Public

STATE OF Ohio, CITY OF Aurora, TO WIT:

On this 14<sup>th</sup> day of May, 2003 before me appeared, Dennis E. Wilmot, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_, of WILMOT TRANSPORTATION AND LOGISTICS, LTD., and Ohio Corporation, that said instrument was signed and sealed on May 14, 2003 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]

My commission expires:

Katherine Suk Hall  
Notary Public

Katherine Suk Hall, Notary Public  
State of Ohio 5-6-8  
My Commission Expires 5-6-8

DESCRIPTION OF RAILCARS

Ten (10) Thrall-built, 4000 c.f., 100-ton flat bottom gondolas with 263,000 lb GRL; AAR Car Type Code J301 with the reporting following marks:

**MWCX 100257 – 100266, inclusive**