

RECORDATION NO. 24630 FILED

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SURFACE TRANSPORTATION BOARD

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

September 30, 2003

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 #1 to Master Railcar Lease Agreement, dated as of August 25, 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 are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	Rail-Tech, LLC 1034 Hudson Avenue Ridgefield, New Jersey 07657

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

20 hopper cars: MWCX 100248 - MWCX 100256 and MWCX 100319 - MWCX 100329.

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

Memorandum of Schedule #1 to Master Railcar 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

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MEMORANDUM OF SCHEDULE NO. 1  
TO MASTER RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SCHEDULE NO. 1 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of August 25, 2003 by and between MIDWEST RAILCAR CORPORATION, an Illinois corporation, as lessor ("Lessor"), and RAIL-TECH, L.L.C., a New Jersey limited liability company ("Lessee"), with reference to the following:

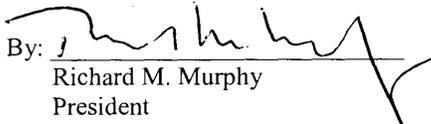
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Schedule 1 attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 1 dated August 25, 2003 between Lessor, as lessor, and Lessee (the "Schedule") to the Master Railcar Lease Agreement dated August 25, 2003, between Lessor, as lessor, and Lessee.

2. The Schedule shall be effective as of the latest execution date thereof and shall have a term as provided therein.

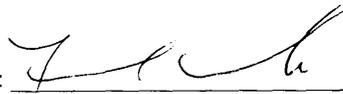
[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By:   
Richard M. Murphy  
President

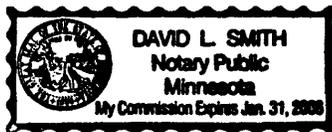
RAIL-TECH, L.L.C.  
Lessee

By:   
Managing Member

By: \_\_\_\_\_

STATE OF Minnesota  
COUNTY OF St. Cloud SS:

On this 8 day of Sept, 2003, before me personally appeared Richard M. Murphy, to me personally known, who being by me duly sworn, says that he is President, of Midwest Railcar Corporation, an Illinois corporation (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public   
My Commission Expires: 1-31-06

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss:

On this 3<sup>rd</sup> day of September, 2003, before me personally appeared Wm. Palmadessa, to me personally known, who being by me duly sworn, says that he is the Managing Member, of Rail-Tech, L.L.C., a \_\_\_\_\_ (the "Limited Liability Company"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Limited Liability Company.

Notary Public  
My Commission Expires:



EUGENE N. ERRICO  
NOTARY PUBLIC OF NEW JERSEY  
LICENSE NO. 2199382  
My Commission Expires Mar. 18, 2007

Schedule 1

**DESCRIPTION OF RAILCARS**

Twenty (20) 100-ton, 7000 cube, modified Woodchip hopper railcars bearing the following reporting marks and numbers: MWCX 100248 – 100256, inclusive, and MWCX 100319 – 100329, inclusive.