

OSTER
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RECORDING NO. 24639 FILE

OCT 6 2003

11-52 AM

SURFACE TRANSPORTATION BOARD

October 6, 2003

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 Schedule #1 to Full Service Master Lease Agreement dated 6/19/03 involving the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, MN 55330

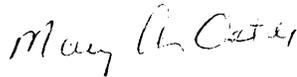
Lessee: Cargill, Incorporated
15407 McGinty Road
Minnetonka, MN 55440

Equipment: 20, R670 Boxcars
MWCX 500065-500084

Please record this agreement as a primary document. The filing fee of \$30 is enclosed.

Summary: Memorandum of Schedule #1 to Full Service Master Lease Agreement dated 6/19/03 between Midwest Railcar Corporation as Lessor and Cargill, Incorporated as Lessee including 20, R670 Boxcars, MWCX 500065-500084.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

REGISTRATION NO. 24639 FILE

OCT 11 6 03 11:52 AM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

CARGILL, INCORPORATED

as Lessee

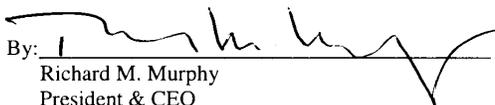
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of June 19, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and CARGILL, INCORPORATED, a Minnesota 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 Schedule #1 dated June 19, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of June 19, 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

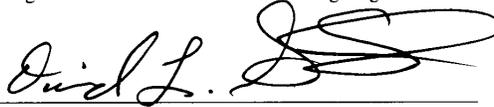
CARGILL, INCORPORATED

By: 

Name:
Title: VICE PRESIDENT

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

On this 11 day of sept, 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 sept 11, 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]

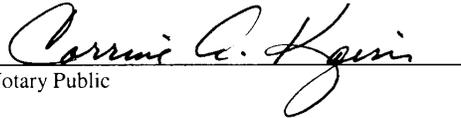
Notary Public

My commission expires: 1-31-06



STATE OF MINNESOTA, CITY OF WAZATA, TO WIT:

On this 9 day of SEPTEMBER, 2003 before me appeared Raymond Brown, to me personally known, who being by me duly sworn, says that he is a Vice President, of CARGILL, INCORPORATED, a Minnesota Corporation, that said instrument was signed and sealed on SEPTEMBER 9, 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.



Notary Public



DESCRIPTION OF RAILCARS

Twenty (20) 60 ft., 100-ton Plate C boxcars; AAR Car Type Code R670 with the reporting following marks:

MWCX 500065 – 500084, inclusive