

RECORDATION NO. 24669-A FILED

NOV 03 '03 10:45 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

October 31, 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 #2 to Full Service Master Lease Agreement, dated as of July 15, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #1 to Full Service Master Lease Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

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:	419 Metal & Auto Recycling Center 600 Old Stanford Ovideo Road Winter Springs, Florida 32078

Mr. Vernon A. Williams  
October 31, 2003  
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A description of the railroad equipment covered by the enclosed document  
is:

1 gondola car: MWCX 200010.

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 \$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

REGISTRATION NO. 24669-A FILED

NOV 03 '03 11:45 AM

SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

**between**

**MIDWEST RAILCAR CORPORATION,**

**as Lessor**

**and**

**419 METAL & AUTO RECYCLING CENTER**

**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 August 26, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and 419 METAL & AUTO RECYCLING CENTER, a Florida Corporation ("Lessee"), with reference to the following:

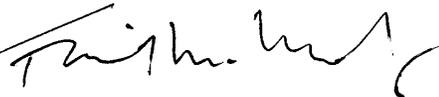
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, a

certain railcar as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated August 26, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 15, 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 #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: 

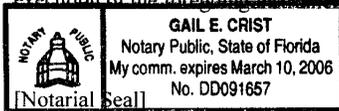
Richard M. Murphy  
President & CEO

419 METAL & AUTO RECYCLING CENTER

By:   
Name: Bart Phillips  
Title: President

STATE OF FL, CITY OF Winter Springs, TO WIT: Bart Phillips

On this 15<sup>th</sup> day of September, 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 \_\_\_\_\_, 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

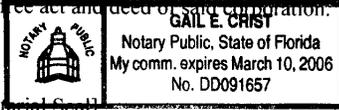
  
GAIL E. CRIST

My commission expires: March 10, 2006

STATE OF FL, CITY OF Winter Springs TO WIT:

Burt Phillips Pres.  
*B.P.*

On this 15<sup>th</sup> day of September, 2003 before me appeared, Burt Phillip, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_, of 419 METAL & AUTO RECYCLING CENTER, a Florida Corporation, that said instrument was signed and sealed on 9/15, 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

*Gail E. Crist*  
*GAIL E. CRIST*

My commission expires: March 10, 2006

DESCRIPTION OF RAILCAR

One (1) 2500 c.f., 52'6" 100-ton gondola with 5' sides and 263,000lb GRL built in 1977 with the following reporting mark:

**MWCX 200010**

STATE OF Illinois, CITY OF Mayville, TO WIT:

On this 16<sup>th</sup> day of October, 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 October 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

**OFFICIAL SEAL"**  
**RACHEL A. MAYHEW**  
**Notary Public, State of Illinois**  
**My Commission Expires 5/15/2004**

Rachel A. Mayhew  
Notary Public

My commission expires: 5/15/04