

RECORDATION NO. 24690 FILED

NOV 13 '03

12-01 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

November 13, 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 October 14, 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:	The Mercer Company 200 Steward Avenue Sharon, Pennsylvania 16146

Mr. Vernon A. Williams
November 13, 2003
Page 2

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

3 gondola cars: MWCX 100368 - MWCX 100370.

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

RECORDATION NO. 24690 FILED

NOV 13 '03

12-01 PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

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

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

THE MERCER COMPANY

as Lessee

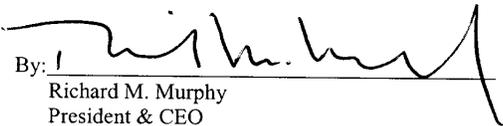
MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of October 14, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and THE MERCER COMPANY, a Pennsylvania 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 #2 dated October 14, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of September 5, 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

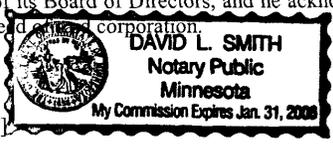
THE MERCER COMPANY

By: 

Name: FRED KNOX
Title: C.O.O.

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

On this 27 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 27, 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.



David L. Smith
Notary Public

My commission expires: 1-31-06

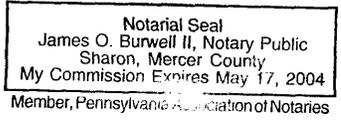
STATE OF PA, CITY OF SHARON, TO WIT:

On this 27 day of October, 2003 before me appeared, Fred Knox, to me personally known, who being by me duly sworn, says that he is a C.O.O., of THE MERCER COMPANY, a Pennsylvania Corporation, that said instrument was signed and sealed 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.

[Notarial Seal]

James O. Burwell II
Notary Public

My commission expires:



DESCRIPTION OF RAILCARS

Three (3) 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 100368 – MWCX 100370, inclusive