

RECORDATION NO. 24982 FILED

JUN 04 '04

1-26 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 4, 2004

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 June 19, 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: Cargill, Incorporated
15407 McGinty Road West, MS 78
Wayzata, Minnesota 62062

Mr. Vernon A. Williams
June 4, 2004
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A description of the railroad equipment covered by the enclosed document
is:

5 boxcars: MWCX 500087 - MWCX 500091.

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

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

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

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

CARGILL, INCORPORATED

as Lessee

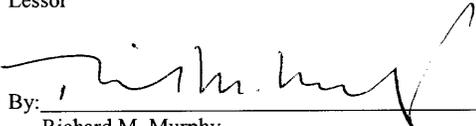
MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of 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 #2 dated November 4, 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 #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

CARGILL, INCORPORATED

By: 

Name:
Title:

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

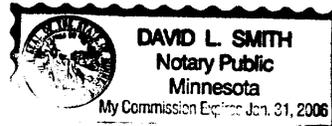
On this 25 day of November, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on November 25, 2003 on behalf of said corporation by authority 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

[Notarial Seal]

My commission expires: 1-31-06



STATE OF OHIO, CITY OF North Olmsted, TO WIT:

On this 20 day of November, 2003 before me appeared, Larry Overstreet, to me personally known, who being by me duly sworn, says that he is a Officer, of CARGILL, INCORPORATED, a Minnesota Corporation, that said instrument was signed and sealed on November 20, 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

[Notarial Seal]

My commission expires: July 27, 2008



BETHANY A. BOCAN
Notary Public, State of Ohio
My Comm. Exp. 7-27-08

DESCRIPTION OF RAILCARS

Five (5) 60 ft., 100-ton Plate C boxcars; AAR Car Type Code R610 with the reporting following marks:

MWCX 500087 – 500091, inclusive