

RECORDATION NO. 25128 FILED

AUG 5 '04

1-03 PM

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

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

August 5, 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 #1 to Full Service Master Lease Agreement, dated as of May 10, 2004, 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 Corp 3 Professional Park Drive, Suite B. Maryville, Illinois 62062
Lessee:	Millis Industries 1465 Mail Street Millis, Massachusetts 02054

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

1 railcar: MWCX 400.

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

Memorandum of Schedule #1 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 #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

MILLIS INDUSTRIES

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 May 10, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MILLIS INDUSTRIES, a Massachusetts Corporation ("Lessee"), with reference to the following:

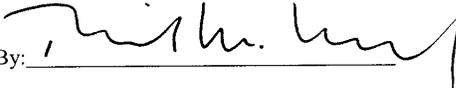
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain

railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated May 10, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of May 10, 2004 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: 

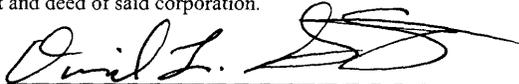
Richard M. Murphy
President & CEO

MILLIS INDUSTRIES

X By: 
Name: Robert J. Valchuis
Title: President

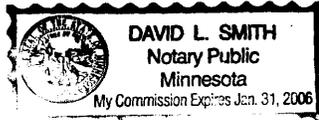
STATE OF MN, CITY OF Elk River, TO WIT:

On this 14 day of June, 2004 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 June 14, 2004 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

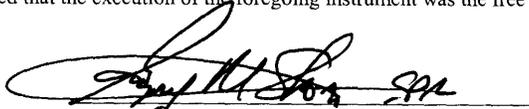
[Notarial Seal]

My commission expires: 1-31-06



STATE OF Massachusetts, CITY OF Millis, TO WIT:

On this 4th day of June, 2004 before me appeared, Robert J. Valchuis, to me personally known, who being by me duly sworn, says that he is a President, of MILLIS INDUSTRIES, a Massachusetts Corporation, that said instrument was signed and sealed on June 4, 2004 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: 6/1/09

My commission Exp 6/1/09

DESCRIPTION OF RAILCARS

One (1) gondola; AAR Car Type Code J301 with the reporting following mark:

MWCX 400