

RECORDATION NO. 25129 FILED

AUG 9 '04

1-08 PM

SURFACE TRANSPORTATION BOARD

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

August 9, 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 June 7, 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:	Mervis Industries 3295 E. Main Street Danville, Illinois 61384

Mr. Vernon A. Williams
August 9, 2004
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A description of the railroad equipment covered by the enclosed document
is:

10 railcars: MWCX 100443 - MWCX 100452.

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

MERVIS 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 June 7, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MERVIS INDUSTRIES, an Illinois Corporation ("Lessee"), with reference to the following:

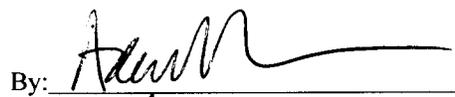
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated June 7, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of June 7, 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

MERVIS INDUSTRIES

By: 
Name: Adam Mervis
Title: CEO

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

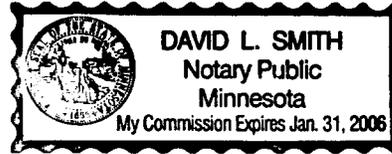
On this 1 day of July, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on July 1, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David L. Smith

Notary Public

[Notarial Seal]

My commission expires: 1-31-06



STATE OF Illinois, CITY OF Danville, TO WIT:

On this 30th day of June, 2004 before me appeared, Adam Mervis, to me personally known, who being by me duly sworn, says that he is a CEO, of MERVIS INDUSTRIES, an Illinois Corporation, that said instrument was signed and sealed on June 30, 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.



Linda M. Ireland

Notary Public

[Notarial Seal]

My commission expires: 12/20/05

DESCRIPTION OF RAILCARS

Ten (10) Railcars with the reporting following marks and numbers:

MWCX 100443 – 100452, inclusive