

RECORDATION NO. 25182 FILED

SEP 07 '04 1-12 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 7, 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 18, 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:	A.J. Hollander Enterprises, Inc. 335 Central Avenue Lawrence, New York 11559

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

2 railcars: MRMX 150000 - MRMX 150001.

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

A.J. HOLLANDER ENTERPRISES INC.

as Lessee

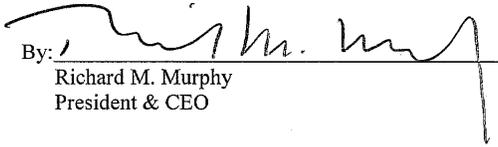
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of June 18, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and A.J. HOLLANDER ENTERPRISES INC., a New York 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 18, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of June 18, 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.

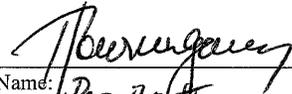
MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

A.J. HOLLANDER ENTERPRISES INC.

By: 

Name: 
Title: 

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

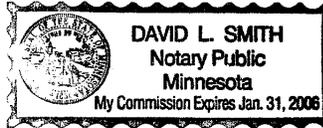
On this 6 day of July, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on July 6, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

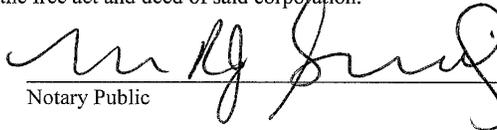
[Notarial Seal]

My commission expires: 1-31-06



STATE OF NEW YORK, CITY OF CEDARWIST, TO WIT:

On this 30 day of JUNE, 2004 before me appeared, HOWARD GANTZ, to me personally known, who being by me duly sworn, says that he is a PRESIDENT, of A.J. HOLLANDER ENTERPRISES INC., a New York 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.



Notary Public

[Notarial Seal]

My commission expires:

Matthew R.J. Sandrowicz
NOTARY PUBLIC, State of New York
No. 01SA6067654
Qualified in Nassau County
Commission Expires 12/10/05

DESCRIPTION OF RAILCARS

Two (2) boxcars with the reporting following marks:

MRMX 150000 - 150001