

RECORDATION NO. 25247 FILED

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OCT 19 '04 11-32 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

October 18, 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, dated as of July 26, 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 Corporation 3 Professional Park Drive, Suite B. Maryville, Illinois 62062
Lessee:	Perdue Farms, Incorporated P.O. Box 1537 Salisbury, Maryland 21802-1537

Mr. Vernon A. Williams
October 18, 2004
Page 2

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

110 covered hopper cars: PFMX 322 - PFMX 431.

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

Memorandum of Schedule #2.

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. 25247 FILED

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE

STB
COPY

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

PERDUE FARMS, INCORPORATED

as Lessee

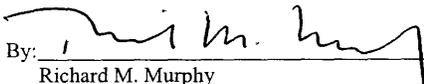
MEMORANDUM OF SCHEDULE #2

THIS MEMORANDUM OF SCHEDULE #2 is effective as of July 26, 2004 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and PERDUE FARMS, INCORPORATED, a Maryland 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 July 26, 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 the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

PERDUE FARMS, INCORPORATED

By: _____
Name:
Title:

MEMORANDUM OF SCHEDULE #2

THIS MEMORANDUM OF SCHEDULE #2 is effective as of July 26, 2004 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and PERDUE FARMS, INCORPORATED, a Maryland 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 July 26, 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 the Lease.

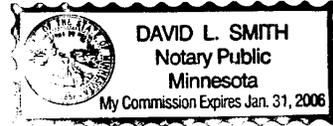
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: _____
Richard M. Murphy
President & CEO

PERDUE FARMS, INCORPORATED

By: Sharon B. Clark
Name: Sharon B. Clark
Title: Vice President Transportation
10/15/04



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

On this 5 day of Oct, 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 Oct 5, 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 _____, CITY OF _____, TO WIT:

On this ___ day of _____, 2004 before me appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____, of PERDUE FARMS, INCORPORATED, a Maryland Corporation, that said instrument was signed and sealed on _____, 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:

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of _____, 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 _____, 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.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF Maryland, CITY OF Salisbury, TO WIT:

On this 7th day of October, 2004 before me appeared, Sharon J. Clark, to me personally known, who being by me duly sworn, says that she is a Vice President, of PERDUE FARMS, INCORPORATED, a Maryland Corporation, that said instrument was signed and sealed on October 7, 2004 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Mary C. Klein

Notary Public

My commission expires: 7-1-2005

Notary Public

Wicomico Co., MD

My Commission Expires 7-1-2005

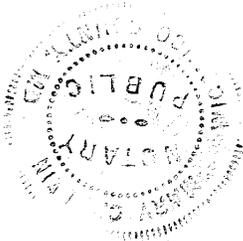


EXHIBIT A

Description of Railcars: Up to 110 covered hopper railcars with the following marks and numbers:

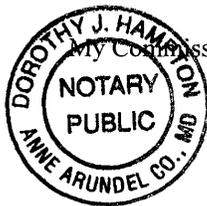
PFMX 322 through 431, inclusive

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Schedule #2 is a true and complete copy of said Memorandum of Schedule #2.

WITNESS my hand and seal this 12th day of October, 2004.


Notary Public



My Commission Expires:
DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005