

RECORDATION NO. 25388 FILED

JAN 03 '05 12:34 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

January 3, 2005

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 November 3, 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:	Agrilance LLC 5500 Cenex Drive Inver Grove Heights, Minnesota 55077

Mr. Vernon A. Williams  
January 3, 2005  
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A description of the railroad equipment covered by the enclosed document is:

20 covered hopper cars within the series MWCX 460113 - MWCX 460145 as specifically set forth in the schedule attached to the document.

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 \$32.00 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**

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**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION,**

**as Lessor**

**and**

**AGRILIANCE LLC**

**as Lessee**

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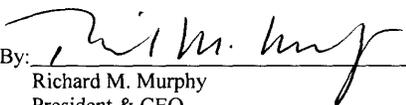
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of November 3, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and AGRILIANCE LLC, a Delaware limited liability company ("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 November 3, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of November 3, 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

AGRILIANCE LLC

By:   
Name: George E. Thornton  
Title: President & CEO

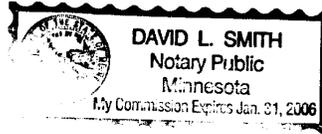
STATE OF MN, CITY OF Elk River, TO WIT:

On this 6 day of Dec, 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 Dec 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.

David L. Smith  
Notary Public

[Notarial Seal]

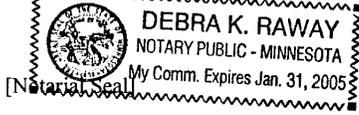
My commission expires: 1-31-06



STATE OF Minnesota, <sup>County of</sup> CITY OF Washington, TO WIT:

On this 30 day of November, 2004 before me appeared, George Thomsen, to me personally known, who being by me duly sworn, says that he is a President, of AGRILIANCE LLC, a Delaware Limited Liability Company, 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.

Debra K. Raway  
Notary Public



My commission expires:

DESCRIPTION OF RAILCARS

Twenty (20) covered hopper railcars with the following reporting marks:

MWCX 460113 - 460120, inclusive

MWCX 460123

MWCX 460124

MWCX 460126

MWCX 460132

MWCX 460133

MWCX 460138 - 460141, inclusive

MWCX 460143

MWCX 460144

MWCX 460145