

RECORDATION NO. 25540 FILED

APR 07 '05

1-31 PM

**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
URBAN A. LESTER

April 5, 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 1, 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:	Apex Agricultural Products Extension, LLC 40 Main Street Hamburg, New York 14075

Mr. Vernon A. Williams  
April 5, 2005  
Page 2

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

20 boxcars: MWCX 500110 - MWCX 500129.

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

**APEX AGRICULTURAL PRODUCTS EXTENSION, 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 1, 2004 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and APEX AGRICULTURAL PRODUCTS EXTENSION, LLC., a New York Limited Liability Company ("Lessee"), with reference to the following:

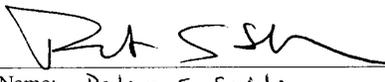
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated November 1, 2004 between Lessor and Lessee to the Full Service Master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

APEX AGRICULTURAL PRODUCTS EXTENSION, LLC.

By:   
Name: Peter S. Schlee  
Title: DIRECTOR OF MERCHANDISING

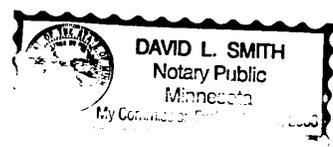
STATE OF MN, CITY OF Elk River, TO WIT:

On this 8 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 7, 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 New York, CITY OF Buffalo, TO WIT:

On this 29 day of November, 2004 before me appeared, Peter Schlee, to me personally known, who being by me duly sworn, says that he is a Director, of APEX AGRICULTURAL PRODCUTS EXTENSION, LLC., a New York Limited Liability Company, that said instrument was signed and sealed on November 29, 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.

Michael M. Meyers  
Notary Public

[Notarial Seal]

My commission expires:

**MICHAEL M. MEYERS**  
REG. #01M8043123  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN ERIE COUNTY  
MY COMMISSION EXPIRES MAY 8, 1992005

DESCRIPTION OF RAILCARS

Up to Twenty (20) boxcars with the reporting following marks:

**MWCX 500110 - 500129, inclusive**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

4/7/05



\_\_\_\_\_  
Robert W. Alvord