

RECORDATION NO. 25788 FILED

AUG 23 '05

1-57 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

August 23, 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 January 7, 2005, 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  
4949 Autumn Oaks Drive, Suite B  
Maryville, Illinois 62062

Lessee: Strickland Trading, Inc.  
101 Carnoustie  
Shoal Creek, Alabama 35242

Mr. Vernon A. Williams  
August 23, 2005  
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A description of the railroad equipment covered by the enclosed document is:

17 gondola cars: MWCX 100371 – MWCX 100375 and MWCX 100378 – MWCX 100389

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 \$33.00 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**

**STRICKLAND TRADING, INC.**

**as Lessee**

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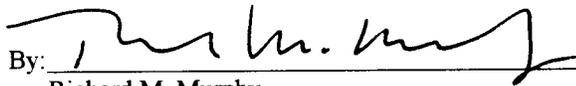
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of January 7, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and STRICKLAND TRADING, INC., an Alabama Corporation ("Lessee"), with reference to the following:

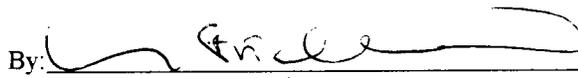
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated January 7, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of January 7, 2005 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

STRICKLAND TRADING, INC.

By:   
Name:  
Title: PRES/CEO  
1-15-05

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

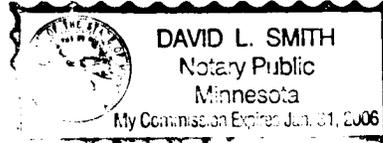
On this 18 day of Feb, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Feb 18, 2005 on behalf of said corporation by authority of its 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 Alabama, CITY OF Shoal Creek, TO WIT:

On this 15 day of January, 2005 before me appeared, W. R. Strickland to me personally known, who being by me duly sworn, says that he is a President & CEO of STRICKLAND TRADING, INC., an Alabama Corporation, that said instrument was signed and sealed on 1/15 2005, 2005 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.

*Deanne R. Deane*

Notary Public

[Notarial Seal]

My commission expires: 5/11/05

DESCRIPTION OF RAILCARS

Seventeen (17) Railcars with the reporting following marks and numbers:

**MWCX 100371 – 100375, inclusive, and MWCX 100378 – 100389, inclusive**