

OSTER
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January 5, 2006

RECORDATION NO. 26101-A FILED

JAN 05 05 11-17AM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #1 to Full Service Master Lease Agreement dated 8/4/05 involving the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee: Synsil Products, Inc.
35 Highland Avenue
Bethlehem, PA 18017

Equipment: 22, 4750 cf Covered Hoppers
MWCX 460181-460202

Please record this agreement as a secondary document to STB Recordation # _____.
The filing fee of \$33 is enclosed.

Summary: Memorandum of Schedule #1 to Full Service Master Lease Agreement dated 8/4/05 between Midwest Railcar Corporation as Lessor and Synsil Products, Inc. as Lessee, including MWCX 460181-460202, a secondary document.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

26101-A
RECEIVED
JAN 3 2006
SERVICE TRANS. CENTER ST. PAUL, MN

MIDWEST RAILCAR CORPORATION

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

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

SYNSIL PRODUCTS, INC.

as Lessee

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

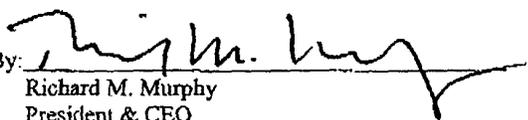
THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of August 4, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and SYNSIL PRODUCTS, INC., a Delaware Corporation ("Lessee"), with reference to the following:

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 August 4, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of August 4, 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

SYNSIL PRODUCTS, INC.

By: 
Name: Gerald Meher
Title: VP & Managing Director

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

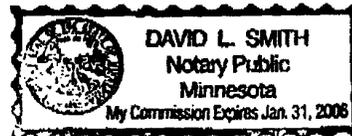
On this 12 day of Sept , 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Sept 12 , 2005 on behalf of said corporation by authority of 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

[Notarial Seal]

Notary Public

My commission expires: 1-31-06



STATE OF Pennsylvania , CITY OF Easton , TO WIT:

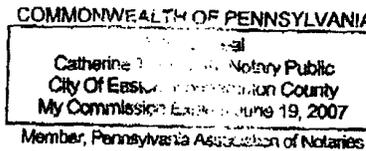
On this 8 day of September , 2005 before me appeared, Gerald Mehner , to me personally known, who being by me duly sworn, says that he is a employee , of SYNSIL PRODUCTS, INC., a Delaware Corporation, that said instrument was signed and sealed on 9-8-05 , 2005 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine J. Stewart

[Notarial Seal]

Notary Public

My commission expires: 6/19/07



DESCRIPTION OF RAILCARS

Up to Twenty-Two (22) Railcars with the reporting following marks and numbers:

MWCX 460181 – 460202, inclusive