RECORDATION NO. 26319 FILED

MAY 02 '06 11-46 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 2, 2006

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 #3 to Full Service Master Lease Agreement, dated as of September 29, 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: Midwest Grain Processors, LLC
1660 428th Street
Lakota, Iowa 50451

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

19 covered hopper cars: MWCX 480159 - MWCX 480177.

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

Memorandum of Schedule #3 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of $34.00 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/sem
Enclosure

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MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

MIDWEST GRAIN PROCESSORS, LLC

as Lessee

MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of September 29, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MIDWEST GRAIN PROCESSORS, 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 #3 dated September 29, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of August 16, 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 #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 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

MIDWEST GRAIN PROCESSORS, LLC

By:_____
Name:
Title:

Dan Hernandez
CEO/GENERAL MANAGER

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

On this 13 day of Oct, 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 Oct 13, 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.

[Notarial Seal] Notary Public

My commission expires: 1-31-06

DAVID L. SMITH
Notary Public
Minnesota
My Commission Expires Jan 31 2006

STATE OF Iowa, CITY OF LAKOTA, TO WIT:

On this 10 day of October, 2005 before me appeared, Dan Hernandez to me personally known, who being by me duly sworn, says that he is a CEO, of MIDWEST GRAIN PROCESSORS, LLC, a Delaware limited liability company, that said instrument was signed and sealed on October 10, 2005 on behalf of said limited liability company 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] NOTARIAL SEAL IOWA KATHY THOMSEN Commission Number 733700 My Commission Expires March 29, 2008 Notary Public

My commission expires:

DESCRIPTION OF RAILCARS

Up to Nineteen (19) Covered Hopper Railcars with the reporting following marks:

MWCX 480159 - 480177, inclusive