

MAY 11 '06

10-48 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

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May 5, 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 Termination of Lease, dated as of April 26, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease previously filed with the Board under Recordation Number 24592-A.

The name and address of the party to the enclosed document are:

Lessor: Midwest Railcar Corporation  
3 Professional Park Drive, Suite B  
Maryville IL 62062

[Lessee: MHF-LS Equipment, Inc.  
800 Cranberry Woods Drive  
Suite 450  
Cranberry Township PA 16066]

Mr. Vernon A. Williams  
May 5, 2006  
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A description of the railroad equipment covered by the enclosed document  
is:

30 gondola cars: MWCX 100289 - MWCX 100318.

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

Memorandum of Termination of Lease.

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  
Enclosures

**Surface Transportation Board**

Office of Proceedings  
1925 K Street, NW  
Washington, DC 20423-0001

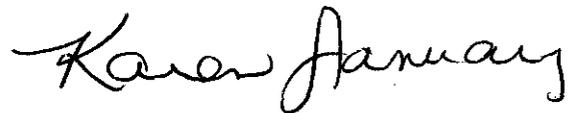
May 11, 2006

Robert W. Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

Dear Sir or Madam:

The enclosed document was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177, on May 11, 2006 , at 10:48 AM and assigned recordation number 24592-E.

Sincerely yours,

A handwritten signature in cursive script that reads "Karen January".

Karen January  
Section of Administration

MEMORANDUM OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Midwest Railcar Corporation, an Illinois corporation (the "Lessor"), for good and valuable consideration the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests (including without limitation any rights and interests as lessor and any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to, or pursuant to, Schedule #2 dated July 31, 2003 to the Full Service Master Lease Agreement dated July 31, 2003, each by and between Lessor, as lessor, and MHF-LS Equipment, Inc., as lessee, (collectively, the "Lease") pursuant to which Lease the Lessor leased to the Lessee thirty (30) Ortner-built, 4000 c.f., 100-ton flat bottom gondolas with 263,000 lb. GRL; AAR Car Type Code J301 with the reporting marks as specifically listed on Schedule A attached hereto.

The Lease was recorded with the Surface Transportation Board on September 17, 2003 under Recordation No. 24592A.

Dated as of this 26th day of April, 2006.

MIDWEST RAILCAR CORPORATION

By: *Richard M. Folio*  
Richard M. Folio  
Executive Vice President

STATE OF Illinois )  
County of Madison ) SS:

I, a Notary Public in and for said City/County, in the State aforesaid, DO HEREBY CERTIFY that Richard M. Folio of Midwest Railcar Corporation, personally known to me or to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he or she signed said instrument as the free and voluntary act of Midwest Railcar Corporation for the uses and purposes therein set forth.

Given my hand and notarial seal this 26<sup>th</sup> day of April, 2006.

*Michelle Nation*  
Notary Public

My Commission Expires:



**Schedule A**

**DESCRIPTION OF EQUIPMENT**

Thirty (30) Ortner-built, 4000 c.f., 100-ton flat bottom gondolas with 263,000 lb. GRL; AAR Car Type Code J301 with the following reporting marks:

MWCX 100289 through 100318, inclusive