RECORDATION NO. 24830-C FILED

DEC 0 8 '05 3-54 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

December 6, 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 Release of Lien of Security Agreement and Assignment of Lessor's Interest in Lease, dated November 16, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Commercial Security Agreement and Assignment of Lease, which were previously filed with the Board under Recordation Numbers 24830-A and 24830-B.

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

Secured Party: First Mid-Illinois Bank
12616 State Route 143
Highland, IL 62249

[Debtor: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062]

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

Five (5) railcars: MWCX 100371 - MWCX 100375, inclusive.

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

Release of Lien of Security Agreement and Assignment of Lessor's Interest in Lease

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

RELEASE OF LIEN OF SECURITY AGREEMENT AND ASSIGNMENT OF LESSOR'S INTEREST IN LEASE

THIS RELEASE OF SECURITY AGREEMENT AND ASSIGNMENT OF LESSOR'S INTEREST IN LEASE (this "Release") is given as of this 16th day of November, 2005, by **FIRST MID-ILLINOIS BANK & TRUST** (the "Secured Party"), witnesseth:

WHEREAS, the Secured Party and Midwest Railcar Corporation, an Illinois corporation, entered into that certain Memorandum of Commercial Security Agreement dated as of December 30, 2003, bearing Surface Transportation Board Recordation No. 24830-A ("Security Agreement"), and that certain Memorandum of Assignment of Lessor's Interest in Lease ("Assignment of Lease"), dated as of December 30, 2003, bearing Surface Transportation Board Recordation No. 24830-B relating to railcars more specifically described on **Schedule A** attached hereto (the "Released Railcars").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereto submits the following:

1. The Secured Party releases any lien against the Released Railcars created by or arising out of the Security Agreement and Assignment of Lease.
2. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Released Railcars constituted by the Security Agreement and Assignment of Lease.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Secured Party has caused this Release to be duly executed under seal as of the date first above written.

WITNESS:

Gary F. Ward

FIRST MID-ILLINOIS BANK & TRUST

By: Gordon D. Smith

Gordon D. Smith, Regional President

STATE OF ILLINOIS)
) **ss:**
COUNTY OF MADISON)

On this 16th day of November, 2005 before me personally appeared Gordon D. Smith, to me personally known, who being by me duly sworn, says that he is the Regional President of **FIRST MID-ILLINOS BANK & TRUST**, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.

DEBORAH [illegible]
Notary P[illegible]
My Commi[illegible]

Deborah L. Pickley

Notary Public

(SEAL)

My commission expires: 04/07/08

SCHEDULE "A"

DESCRIPTION OF RAILCARS

Five (5) railcars bearing the reporting marks:

MWCX 100371-MWCX 100375, Inclusive