

**TheBANK**  
of Edwardsville

Member FDIC

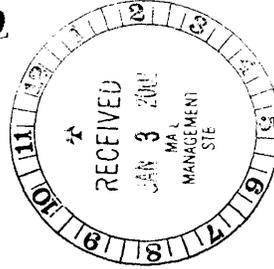
23320 FILED  
JAN 09 '01 11-21 AM

Collinsville Center • 101 South Morrison • Collinsville, IL 62234  
618/344-6100 • Fax 618/344-7847

**SURFACE TRANSPORTATION BOARD**

DECEMBER 26TH, 2000

OFFICE OF THE SECRETARY  
SURFACE TRANSPORTATION BOARD  
1925 K STREET NW  
WASHINGTON, D.C. 20423



DEAR SECRETARY,

I HAVE ENCLOSED AN ORIGINAL AND ONE COUNTERPART OF THE DOCUMENTS DESCRIBED BELOW, TO BE RECORDED PURSUANT TO SECTION 11303 OF TITLE 49 OF THE U.S.CODE.

THIS DOCUMENT IS A "FINANCING STATEMENT AND NOTICE OF SECURITY INTEREST", A PRIMARY DOCUMENT, DATED NOVEMBER 29TH, 2000.

THE NAMES AND ADDRESSES OF THE PARTIES TO THE DOCUMENTS ARE AS FOLLOWS:

MIDWEST RAILCAR CORPORATION (DEBTOR), 3 PROFESSIONAL PARK DRIVE, SUITE B, MARYVILLE, IL. 62062 AND THE BANK OF EDWARDSVILLE (THE SECURED PARTY), 330 WEST VANDALIA, EDWARDSVILLE, IL. 62025.

A DESCRIPTION OF THE EQUIPMENT COVERED BY THE DOCUMENT FOLLOWS

TWENTY- FIVE (25) 60-FOOT 100-TON BOXCARS CARS BEARING THE FOLLOWING NEW NUMBERS: DME 005600-DME005624

A FEE OF \$26 IS ENCLOSED. PLEASE RETURN THE ORIGINAL AND ANY EXTRA COPIES NOT NEEDED BY THE BOARD FOR RECORDATION TO THE BANK OF EDWARDSVILLE, ATTN: DAVID GANSNER, VICE PRESIDENT, 101 SOUTH MORRISON ST., COLLINSVILLE, IL. 62234

A SHORT SUMMARY OF THE DOCUMENT TO APPEAR IN THE INDEX FOLLOWS

A "FINANCING STATEMENT AND NOTICE OF SECURITY INTEREST" BETWEEN MIDWEST RAILCAR CORPORATION, 3 PROFESSIONAL PARK DRIVE SUITE B, MARYVILLE, IL. 62062, THE DEBTOR, AND THE BANK OF EDWARDSVILLE, 330 WEST VANDALIA, EDWARDSVILLE, IL. 62025, THE SECURED PARTY, COVERING TWENTY FIVE (25) 60 FOOT 100 TON BOXCARS BEARING THE FOLLOWING NEW NUMBERS: DME 005600-DME005624.

IF YOU SHOULD HAVE ANY QUESTIONS CONCERNING THIS LETTER PLEASE CALL  
ME AT 618-344-6100.

SINCERELY,

A handwritten signature in black ink, appearing to read "David Gansner". The signature is written in a cursive style with a large initial "D".

DAVID GANSNER  
VICE PRESIDENT

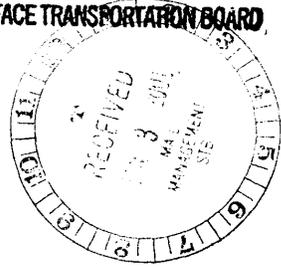
REC'D NO. 23320 REC'D

FINANCING STATEMENT  
AND  
NOTICE OF SECURITY INTEREST

JAN 09 '01

11-21 AM

SURFACE TRANSPORTATION BOARD



MIDWEST RAILCAR CORPORATION }  
3 PROFESSIONAL PARK DRIVE }  
SUITE B } DEBTOR  
MARYVILLE IL 62062 }

TO

THE BANK OF EDWARDSVILLE, )  
AN ILLINOIS BANKING CORPORATION) SECURED PARTY  
330 WEST VANDALIA )  
EDWARDSVILLE, ILLINOIS 62025 )

Be It Know Hereby That, to secure an obligation entered into on November 29, 2000, the above-named Debtor pledged to the Secured Party certain collateral as follows:

- A. Twenty-Five (25) 60-foot 100-ton Boxcars with the following numbers listed on Exhibit A attached and made a part of.
- B. An Assignment of that lease wherein Debtor is named as the Lessor and Dakota, Minnesota & Eastern Railroad Corporation, P. O. Box 178, 337 22<sup>nd</sup> Avenue South, Brookings, S. Dakota 57006, is named as the Lessee, said Lease bearing the date, November 14, 2000, and all renewals thereof.

and in addition thereto, all accessions, additions, replacements, and substitutions relating to any and all of the foregoing; all records, instruments, documents, and evidences relating thereto; and all proceeds and revenues related to or generated by the foregoing, including proceeds of insurance, general intangibles, and accounts.

**DEBTOR:**  
MIDWEST RAILCAR CORPORATION

BY: *Richard M. Murphy, III*  
RICHARD M. MURPHY, III  
ITS PRESIDENT

**SECURED PARTY:**  
THE BANK OF EDWARDSVILLE,  
AN ILLINOIS BANKING CORPORATION

BY: *David Gansner*  
DAVID GANSNER  
VICE-PRESIDENT

**EXHIBIT "A"**

---

---

**Borrower:**       **MIDWEST RAILCAR CORPORATION**  
                          **3 PROFESSIONAL PARK DRIVE, SUITE B**  
                          **MARYVILLE IL 62062**

**Lender:** **THE BANK OF EDWARDSVILLE**  
                  **THE COLLINSVILLE CENTER**  
                  **101 SOUTH MORRISON**  
                  **COLLINSVILLE IL 62234**

---

---

**This EXHIBIT "A" is attached to and by this reference is made a part of each Promissory Note or Credit Agreement, Security Agreement and Boarding Data, dated November 29, 2000, and executed in connection with a loan or other financial accommodations between The BANK OF EDWARDSVILLE and MIDWEST RAILCAR CORPORATION.**

Twenty-Five (25) 60-foot 100-ton Boxcars with the following numbers:

<u>ORIGINAL CAR #</u>	<u>NEW #</u>
WP 066337	DME 005600
UP 463127	DME 005601
SP 691781	DME 005602
WP 066301	DME 005603
MP 795005	DME 005604
MP 795012	DME 005605
MP 795017	DME 005606
UP 463123	DME 005607
UP 463064	DME 005608
UP 463058	DME 005609
UP 463105	DME 005610
UP 463111	DME 005611
MP 793015	DME 005612
UP 463051	DME 005613
UP 463030	DME 005614
UP 463231	DME 005615
UP 463024	DME 005616
UP 463025	DME 005617
WP 066322	DME 005618
UP 463211	DME 005619
UP 463082	DME 005620
UP 463243	DME 005621
UP 463260	DME 005622
WP 066315	DME 005623
WP 066318	DME 005624

**THIS EXHIBIT "A" IS EXECUTED ON NOVEMBER 29, 2000.**

**BORROWER:       MIDWEST RAILCAR CORPORATION**

By:   
**RICHARD M. MURPHY, III, PRESIDENT**

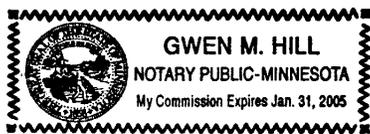
**LENDER:         THE BANK OF EDWARDSVILLE**

By:   
**DAVID GANSNER, VICE-PRESIDENT**

STATE OF Minnesota }  
COUNTY OF Shuburne }

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO  
HEREBY CERTIFY that RICHARD M. MURPHY, III, representing himself, to be the duly-  
elected and acting President of MIDWEST RAILCAR CORPORATION, and personally known  
to me to be the same person whose name appears on the foregoing instrument, appeared before  
me this date in person and acknowledged that he signed, sealed, and delivered the said  
instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 29 day of November, 2000.

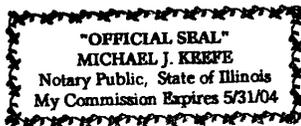


Gwen M. Hill  
Notary Public

STATE OF Illinois }  
COUNTY OF Madison }

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO  
HEREBY CERTIFY that David W. Gansner, representing himself to be the duly-elected  
Vice-President of The Bank of Edwardsville and personally known to me to be the same person  
whose name appears on the forgoing instrument, appeared before me this date in person and  
acknowledged that they signed, sealed, and delivered and said instrument as his free and  
voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 29<sup>th</sup> day of November, 2000.



Michael J. Keefe  
Notary Public