

TheBANK
of EdwardsvilleSM

Member FDIC

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

October 8, 2002

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

RECORDATION NO. 24176 FILED
OCT 21 '02 12-23 PM
SURFACE TRANSPORTATION BOARD



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 APRIL 3RD, 2002.

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

TWO (2) 2970 CUBIC FOOT 1967 BUILT COVERED HOPPER RAILCARS WITH THE FOLLOWING NEW NUMBERS: MWCX 300020 AND MWCX 300021.

A FEE OF \$30 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 TWO (2) 2970 CUBIC FOOT 1967 BUILT COVERED HOPPER RAILCARS WITH THE FOLLOWING NEW NUMBERS: MWCX 300020 AND MWCX 300021.

IF YOU SHOULD HAVE ANY QUESTIONS CONCERNING THIS LETTER PLEASE CALL
ME AT 618-659-4102.

SINCERELY,

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

DAVID GANSNER
VICE PRESIDENT

**FINANCING STATEMENT
AND
NOTICE OF SECURITY INTEREST**

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

DEBTOR

REGISTRATION NO. 24176 FILED
OCT 21 '02 12:23 PM
SURFACE TRANSPORTATION BOARD

TO

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

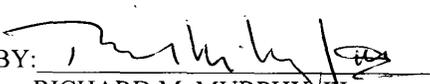
SECURED PARTY

Be It Know Hereby That, to secure an obligation entered into on April 3, 2002, the above-named Debtor pledged to the Secured Party certain collateral as follows:

- A. Two (2) 2970 Cubic Foot 1967 Built Covered Hopper Railcars with the following numbers listed on Exhibit A attached and made a part of.
- B. An Assignment of Rider 2 of that lease wherein Debtor is named as the Lessor and Great Lakes Calcium Corporation is named as the Lessee, said Rider 2, dated, March 1, 2002, to Lease bearing the date October 5, 2001, 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
ITS PRESIDENT

SECURED PARTY:

THE BANK OF EDWARDSVILLE,
AN ILLINOIS BANKING CORPORATION

BY: 

DAVID GANSNER
VICE-PRESIDENT

EXHIBIT "A"

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

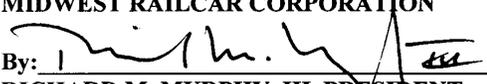
Lender: THE BANK OF EDWARDSVILLE
THE COLLINSVILLE CENTER
101 SOUTH MORRISON
COLLINSVILLE IL 62234

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 April 3, 2002 and executed in connection with a loan or other financial accommodations between The BANK OF EDWARDSVILLE and MIDWEST RAILCAR CORPORATION.

Two 2970 Cubic Foot Covered Hopper Railcars with the following numbers:

OLD NUMBER	NEW NUMBER
CNW175218	MWCX300020
UP219726	MWCX300021

THIS EXHIBIT "A" IS EXECUTED ON April 3, 2002

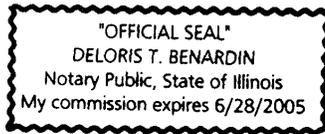
BORROWER: MIDWEST RAILCAR CORPORATION
By: 
RICHARD M. MURPHY, III, PRESIDENT

LENDER: THE BANK OF EDWARDSVILLE
By: 
DAVID GANSNER, VICE-PRESIDENT

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 3rd day of April, 2002.



Deloris T. Benardin
Notary Public