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

December 3, 2003

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 Commercial Security Agreement Modification Agreement, dated as of November 12, 2003, 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 which was previously filed with the Board under Recordation Number 24420.

The names and addresses of the parties to the enclosed document are:

Secured Party: First Mid-Illinois Bank and Trust, NA
12616 State Route 143
Highland, Illinois 62249

Debtor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

RECORDATION NO. 24420-9 FILED

DEC 03 '03 12:31 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

Mr. Vernon A. Williams
December 3, 2003
Page 2

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

74 gondola cars within the series CNHX 902001 - CNHX 902211 and CPHX 799681 - CPHX 799999 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Commercial Security Agreement Modification Agreement.

Also enclosed is a check in the amount of \$30.00 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

RECORDATION NO. 24420-6 FILED

DEC 03 '03 12:31 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT
MODIFICATION AGREEMENT**

dated November 12, 2003

by and between

**MIDWEST RAILCAR CORPORATION,
as Debtor**

and

**FIRST MID-ILLINOIS BANK & TRUST, NA
as Secured Party**

**MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT
MODIFICATION AGREEMENT**

THIS MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT MODIFICATION AGREEMENT (this "Agreement") is made this day of November, 2003, by and between **MIDWEST RAILCAR CORPORATION**, an Illinois corporation ("the "Debtor"), and **FIRST MID-ILLINOIS BANK AND TRUST, NA**, a state-chartered Federal Reserve Member bank organized under the laws of the State of Illinois ("the Secured Party"), witnesseth:

RECITALS

- A. The Debtor and the Secured Party are parties to that certain Loan Agreement dated as of January 9, 2003 and amended May 30, 2003 (collectively, the "Loan Agreement"), pursuant to which the Secured Party agreed to extend to the Debtor a line of credit described in the Loan Agreement.
- B. To secure the Debtor's Obligations (as defined in the Loan Agreement) to the Secured Party, the Debtor executed and delivered to the Secured Party a Commercial Security Agreement dated as of January 2, 2003, pursuant to which the Borrower granted to the Bank a continuing, first priority security interest in and to, and lien on, certain railcars.
- C. A Memorandum of Commercial Security Agreement (the "Memorandum of Commercial Security Agreement") was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C 11301 (a) on April 23, 2003 at 4:01 p.m. under Recordation No. 24420.
- D. The Debtor subsequently purchased seventy-four (74) 4,400 cubic ft. gondolas (collectively, the "Railcars") described on **Exhibit A** attached hereto.
- E. The Secured Party and the Debtor executed a Commercial Security Agreement Modification Agreement dated as of the date hereof pursuant to which the parties amended Schedule 1 to the Commercial Security Agreement by adding the car marks and numbers of the Railcars to the collateral listed therein.
- F. The Secured Party and the Debtor desire to amend certain provisions of the Memorandum of Commercial Security Agreement.

TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party and the Debtor hereby agree as follows:

- 1. The facts set forth above are true and accurate in each respect.
- 2. The Memorandum of Commercial Security Agreement is hereby amended as follows: **Exhibit A** attached to the Memorandum of Commercial Security Agreement is amended by adding the car marks and numbers of the Railcars.
- 3. The term "this Memorandum" as used in the Memorandum of Commercial Security Agreement shall mean the Memorandum of Commercial Security Agreement as modified herein unless the context clearly indicates or dictates a contrary meaning.

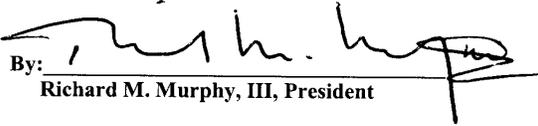
4. This Agreement may not be amended, changed, modified, altered, or terminated without in each instance the prior written consent of the Secured Party. This Agreement shall be construed in accordance with and governed by the laws of the State of Illinois.
5. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

(SIGNATURES APPEAR ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

MIDWEST RAILCAR CORPORATION

By: 
Richard M. Murphy, III, President

WITNESS:

FIRST MID-ILLINOIS BANK AND TRUST, NA



By: 
Gordon D. Smith, Community President

STATE OF MN, County of Sherburne

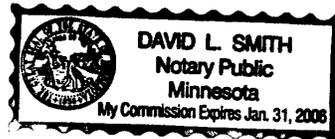
On this 12th day of November, 2003, before me, a Notary Public of the County and State aforesaid, personally appeared Richard M. Murphy, III, to me personally known, who being by me duly sworn, says that he is the President of Midwest Railcar Corporation, an Illinois corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

(Seal)


Notary Public

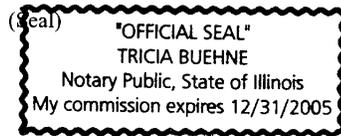
My commission expires: 1-31-06



STATE OF ILLINOIS, County of Madison

On this 12th day of November, 2003, before me, a Notary Public of the County and State aforesaid, personally appeared Gordon D. Smith, to me personally known, who being by me duly sworn, says that he is a President of FIRST MID-ILLINOIS BANK AND TRUST, NA, that the seal affixed to the foregoing instrument is the seal of First Mid-Illinois Bank and Trust, NA, that said instrument was signed and sealed on behalf of First Mid-Illinois Bank and Trust, NA by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of First Mid-Illinois Bank and Trust, NA.

AS WITNESS my hand and notarial seal



Tricia Buehne
Notary Public

My commission expires:

EXHIBIT "A"

DESCRIPTION OF RAILCARS

Seventy-Four, 4,400 cubic foot Gondolas (1978 built) bearing reporting marks as follows:

CNHX 902001	CNHX 902099	CNHX 902211
CNHX 902016	CNHX 902104	CPHX 799681
CNHX 902017	CNHX 902110	CPHX 799684
CNHX 902018	CNHX 902117	CPHX 799695
CNHX 902024	CNHX 902118	CPHX 799698
CNHX 902028	CNHX 902121	CPHX 799709
CNHX 902032	CNHX 902126	CPHX 799778
CNHX 902033	CNHX 902128	CPHX 799784
CNHX 902035	CNHX 902132	CPHX 799792
CNHX 902036	CNHX 902134	CPHX 799831
CNHX 902037	CNHX 902136	CPHX 799847
CNHX 902039	CNHX 902139	CPHX 799850
CNHX 902040	CNHX 902140	CPHX 799854
CNHX 902043	CNHX 902142	CPHX 799886
CNHX 902045	CNHX 902152	CPHX 799913
CNHX 902061	CNHX 902155	CPHX 799922
CNHX 902062	CNHX 902158	CPHX 799998
CNHX 902064	CNHX 902161	CPHX 799999
CNHX 902066	CNHX 902162	
CNHX 902068	CNHX 902167	
CNHX 902071	CNHX 902170	
CNHX 902074	CNHX 902171	
CNHX 902080	CNHX 902183	
CNHX 902081	CNHX 902184	
CNHX 902082	CNHX 902185	
CNHX 902092	CNHX 902190	
CNHX 902094	CNHX 902192	
CNHX 902096	CNHX 902204	