

RECORDATION NO. 24420-P FILED

MAR 19 '04 1-16 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 19, 2004

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 March 5, 2004, 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 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
12616 State Route 143
Highland, Illinois 62249

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

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

110 covered hopper railcars: 109 within the series BN 465001 - BN
465300 as more particularly set forth in the equipment schedule attached
to the document, and BNSF 438278.

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. 24430-P FILED

MAR 19 2004 1:16 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT
MODIFICATION AGREEMENT**

dated March 5, 2004

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 5th day of March, 2004, 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 first amended May 30, 2003, and further amended March 5, 2004 (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 One Hundred Ten (110) 100-ton covered hoppers (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
Richard M. Murphy, III, President

WITNESS:

FIRST MID-ILLINOIS BANK AND TRUST, NA

Heidi Buehne

By: Gordon D. Smith
Gordon D. Smith, Regional President

STATE OF Minnesota County of Sherburne

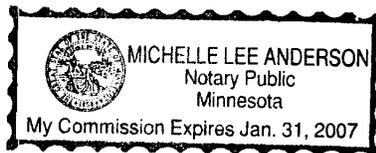
On this 4th day of March, 2004, before me, a Notary Public of the County and State aforesaid, personally appeared Richard M. Murphy, III, to me personally known, who being by me duly sworn, says that he is the President of Midwest Railcar Corporation, an Illinois corporation, that the seal affixed to 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)

Michelle Lee Anderson
Notary Public

My commission expires: Jun 31, 2007



STATE OF ILLINOIS, County of Madison

On this 5th day of March, 2004, 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 Regional 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

(Seal)



Kristin Schmidt
Notary Public

My commission expires: April 24, 2007

EXHIBIT "A"
DESCRIPTION OF RAILCARS

One Hundred Ten (110), 4750 c.f. 100-ton covered hoppers bearing reporting marks as follows:

<u>Car Initial & Number</u>		
BN 465001	BN 465053	BN 465283
BN 465002	BN 465054	BN 465284
BN 465003	BN 465055	BN 465285
BN 465004	BN 465056	BN 465286
BN 465005	BN 465058	BN 465287
BN 465006	BN 465059	BN 465288
BN 465007	BN 465060	BN 465289
BN 465008	BN 465061	BN 465290
BN 465009	BN 465062	BN 465291
BN 465010	BN 465063	BN 465292
BN 465011	BN 465064	BN 465293
BN 465012	BN 465241	BN 465295
BN 465015	BN 465242	BN 465296
BN 465016	BN 465243	BN 465297
BN 465017	BN 465244	BN 465298
BN 465018	BN 465245	BN 465300
BN 465019	BN 465246	
BN 465020	BN 465247	
BN 465021	BN 465248	
BN 465022	BN 465249	
BN 465023	BN 465250	
BN 465024	BN 465251	
BN 465025	BN 465253	
BN 465026	BN 465254	
BN 465028	BN 465255	
BN 465029	BN 465256	
BN 465030	BN 465257	
BN 465031	BN 465258	
BN 465032	BN 465259	
BN 465033	BN 465260	
BNSF 438278	BN 465261	
BN 465036	BN 465262	
BN 465038	BN 465264	
BN 465039	BN 465265	
BN 465040	BN 465268	
BN 465041	BN 465270	
BN 465042	BN 465271	
BN 465043	BN 465272	
BN 465044	BN 465273	
BN 465045	BN 465274	
BN 465046	BN 465275	
BN 465047	BN 465276	
BN 465048	BN 465277	
BN 465049	BN 465278	
BN 465050	BN 465280	
BN 465051	BN 465281	
BN 465052	BN 465282	