

RECORDATION NO. 23025-C FILED

OCT 21 '05 12:58 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

October 21, 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 Full Release of Memorandum of Commercial Security Agreement and Memorandum of (Collateral) Assignment of Lease, dated as of August 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Commercial Security Agreement and the Memorandum of (Collateral) Assignment of Lease previously filed with the Board under Recordation Numbers 23025-A and -B.

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

Secured Party: The Bank of Edwardsville  
317 West Park  
Edwardsville, Illinois 62025

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

Mr. Vernon A. Williams  
October 21, 2005  
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A description of the railroad equipment covered by the enclosed document  
is:

20 boxcars: MWCX 500035 - MWCX 500054.

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

Full Release of Memorandum of Commercial Security Agreement and  
Memorandum of (Collateral) Assignment of 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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**FULL RELEASE OF  
MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT  
AND  
MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASE**

THIS FULL RELEASE OF MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT AND MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASE (this "Release") is given as of this 22 day of August, 2005, by The Bank of Edwardsville, an Illinois corporation (the "Secured Party"), witnesseth:

WHEREAS, the Secured Party and Midwest Railcar Corporation, an Illinois corporation ("Midwest"), entered into that certain Memorandum of Commercial Security Agreement and that certain Memorandum of (Collateral) Assignment of Lease, each dated as of May 18, 2004, recorded with the Surface Transportation Board under recordation numbers 23025-A and 23025-B, respectively (collectively, the "Memoranda"), pursuant to which Midwest granted the Secured Party a security interest in twenty (20) boxcars more specifically described on Schedule 1 attached hereto (collectively, the "Equipment") and assigned to the Secured Party, as collateral, its rights, title and interest in and to that certain Lease Agreement effective February 11, 2000 by and between Midwest, as lessor, and General Mills Operations, Inc., as lessee (the "Lease").

WHEREAS, the Secured Party desires to release the lien against the Equipment and the Lease created by or arising out of the Memoranda.

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 submits the following:

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

[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:

THE BANK OF EDWARDSVILLE

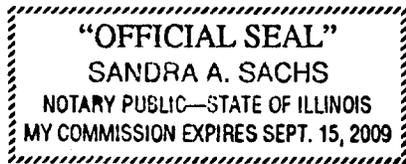
Sandra A. Sachs

By: William D. Barlow (SEAL)  
William D. Barlow  
Vice President

STATE OF Illinois, CITY/COUNTY OF Madison, TO WIT:

On this 22 day of August, 2005 before me personally appeared William D. Barlow, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of Edwardsville, 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 instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.



(SEAL)

Sandra A. Sachs  
Notary Public

My Commission Expires: Sept. 15, 2009

**SCHEDULE 1**

**DESCRIPTION OF EQUIPMENT**

Twenty (20), 60' 100-ton, 5394 c.f. Plate C boxcars bearing the following marks:

MWCX 500035 through and including MWCX 500054