

RECORDATION NO. 16716-J FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

JUL 15 '05 12:51 PM
SURFACE TRANSPORTATION BOARD

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

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

July 15, 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 Leases and Rents, dated as of July 13, 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 Leases and Rents previously filed with the Board under Recordation Numbers 16716-H and -I.

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

Secured Party: Associated Bank Minnesota
7760 France Avenue South
Bloomington, Minnesota 55435-5833

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

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**FULL RELEASE OF SURFACE TRANSPORTATION BOARD
MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT
AND
MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASES AND RENTS**

THIS FULL RELEASE OF MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT AND MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASES AND RENTS (this "Release") is given as of this 13th day of July, 2005, by ASSOCIATED BANK MINNESOTA, 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 Leases and Rents, each dated as of March 25, 2004, recorded with the Surface Transportation Board under recordation numbers 16716-H and 16716-I, respectively (collectively, the "Memoranda"), pursuant to which Midwest granted the Secured Party a security interest in one-hundred ten (110) hopper cars more specifically described on Schedule A 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 dated December 29, 1989 by and between Midwest, as lessor, and Burlington Northern Railroad Company, as lessee (collectively, 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 deposited in 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:

ASSOCIATED BANK MINNESOTA

Jane Hering

By: [Signature] (SEAL)
Name: Daniel McCarver
Title: AVP

STATE OF Minnesota, CITY/COUNTY OF Hennepin, TO WIT:

On this 13th day of July, 2005 before me personally appeared Dan McCarver, to me personally known, who being by me duly sworn, says that s/he is the ASSISTANT VICE PRESIDENT of Associated Bank Minnesota, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that s/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.



Kathleen Zak
Notary Public

(SEAL)

My Commission Expires:

SCHEDULE ADESCRIPTION OF RAILCARS

One Hundred Ten (110) 100-ton covered hopper cars with trough hatches bearing the following car marks and numbers:

<u>Car Builder</u>	<u>Built Date On or Around</u>	<u>Capacity</u>	<u>No. of Cars</u>	<u>Car Series</u>
Portec	December, 1980	4,750 cf	58	BN 465001
				BN 465002
				BN 465003
				BN 465004
				BN 465005
				BN 465006
				BN 465007
				BN 465008
				BN 465009
				BN 465010
				BN 465011
				BN 465012
				BN 465016
				BN 465016
				BN 465017
				BN 465018
				BN 465019
				BN 465020
				BN 465021
				BN 465022
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Evans June, 1980 4,750 cf 52

BN 465241
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