

# OSTER

## Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

RECORDATION NO. 20712 FILED

JUN 9 '97 9-50AM

RECORDATION NO. 20713-A FILED  
JUN 9 '97 9-50AM

June 9, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Lease dated 9/24/96 between the following parties:

Lessor: Southern Illinois Railcar Company, L.L.C.  
One Mark Twain Bank Plaza  
Edwardsville, IL 62025

Lessee: Nugent Sand Company, Inc.  
Muskegon, Michigan

Also enclosed for recording is a Memorandum of Assignment of Lease dated 5/21/97 between the following parties:

Assignor: Southern Illinois Railcar Company, L.L.C.

Assignee: Bank One, Illinois, N.A.  
One East Old State Capitol Plaza  
Springfield, IL 62701

The equipment included in these transactions is listed on Exhibit A to the agreement.

Please record the Memorandum of Lease as a primary document and the Memorandum of Assignment of Lease as a secondary document thereto. The filing fee of \$48 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUN 9 9 50 AM '97

*Counterparts - Mary Ann Oster*

## MEMORANDUM OF LEASE

JUN 9 '97

9-50 AM

THIS MEMORANDUM OF LEASE (this "Memorandum") dated as of September 24, 1996, is made by and between SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company, with its chief executive office and principal place of business at One Mark Twain Bank Plaza, Suite 225, Edwardsville, Illinois 62025 ("LLC"), and Nugent Sand Company, Inc., a Michigan corporation, with an office at Muskegon, Michigan ("Lessee").

LLC and Nugent Sand Company, Inc. hereby state the following:

1. LLC, as lessor, and Nugent Sand Company, Inc., as lessee, are parties to that certain Railcar Lease Agreement dated as of February 2, 1995, pursuant to which LLC agreed to lease covered hopper or other types of railcars (collectively, the "Leased Railcars") to Lessee (the "Lease"). The Leased Railcars shall be delivered to Nugent Sand Company, Inc. from time to time, and this Memorandum may be supplemented to identify the Leased Railcars on or about the time or times of delivery thereof.

2. The term of the Lease shall commence on the first day of the month following the month in which the last Leased Railcar is delivered and accepted by Lessee and shall expire seven (7) years thereafter.

3. As of February 10, 1996, the Leased Railcars consist of the covered hopper or other types of railcars set forth on Exhibit A attached hereto.

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

WITNESS:

*Michelle Hendrick*

**SOUTHERN ILLINOIS RAILCAR  
COMPANY, L.L.C.**

By: *Fred L. Parsons*  
Fred L. Parsons, Manager

By: *Eugenia M. Parsons*  
Eugenia M. Parsons, Manager

By: *Gary J. Goodman*  
Gary J. Goodman, Manager

(Signature page of MEMORANDUM OF LEASE by and between SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C. and NUGENT SAND COMPANY, INC.)

WITNESS:

David L. Terpma

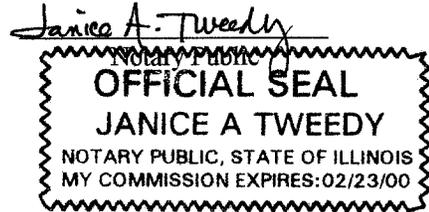
NUGENT SAND COMPANY, INC.

By: Rosent Z. Chandonnet

STATE OF ILLINOIS )  
 )  
COUNTY OF MADISON ) SS:

On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal



STATE OF ILLINOIS )  
 )  
COUNTY OF MADISON ) SS:

On this 25<sup>th</sup> day of September, 1996 before me, a Notary Public of the County and State aforesaid, personally appeared Eugenia M. Parsons, to me personally known, who being by me duly sworn, says that she is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

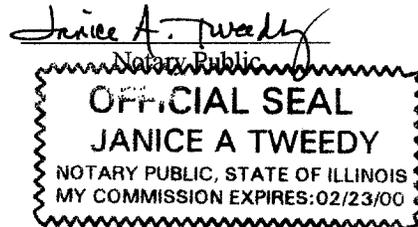
AS WITNESS my hand and notarial seal



STATE OF ILLINOIS )  
 )  
COUNTY OF MADISON ) SS:

On this 25<sup>th</sup> day of September, 1996 before me, a Notary Public of the County and State aforesaid, personally appeared Gary J. Goodman, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal



STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this \_\_\_\_ day of \_\_\_\_\_, 199\_\_, before me, a Notary Public of the County and State aforesaid, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_, a \_\_\_\_\_ corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

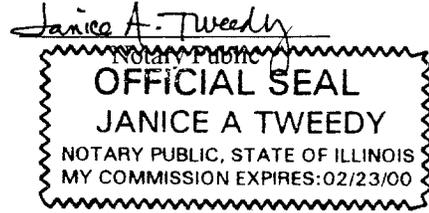
AS WITNESS my hand and notarial seal

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF MADISON)

On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal



STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF MADISON)

On this 25<sup>th</sup> day of September, 1996 before me, a Notary Public of the County and State aforesaid, personally appeared Eugenia M. Parsons, to me personally known, who being by me duly sworn, says that she is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

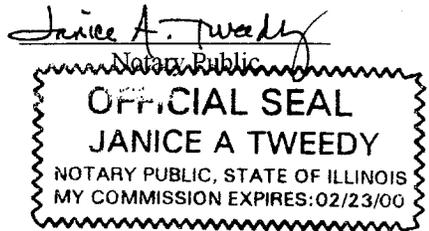
AS WITNESS my hand and notarial seal



STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF MADISON)

On this 25<sup>th</sup> day of September, 1996 before me, a Notary Public of the County and State aforesaid, personally appeared Gary J. Goddman, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal



STATE OF Michigan )  
 ) SS:  
COUNTY OF Muskegon)

On this 14<sup>th</sup> day of May, 1997 before me, a Notary Public of the County and State aforesaid, personally appeared R. Chandonnet, to me personally known, who being by me duly sworn, says that he is the President of Nugent Sand Co., a Michigan corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Elaine R. Russell  
Notary Public

ELAINE R. ROUSELL  
NOTARY PUBLIC - MUSKEGON COUNTY, MI  
MY COMMISSION EXPIRES 01/28/00

**Exhibit A to the Memorandum of Lease Agreement  
Between Southern Illinois Railcar Company LLC  
and Nugent Sand Company**

63 covered hopper railcars bearing reporting marks and numbers as follows:

SIRX000048	SIRX000191
SIRX000061	SIRX000192
SIRX000073	SIRX000194
SIRX000097	SIRX000202
SIRX000098	SIRX000204
SIRX000099	SIRX000206
SIRX000102	SIRX000208
SIRX000103	SIRX000211
SIRX000106	SIRX000212
SIRX000107	SIRX000213
SIRX000108	SIRX000214
SIRX000110	SIRX000215
SIRX000111	SIRX000217
SIRX000112	SIRX000218
SIRX000115	SIRX000222
SIRX000119	SIRX000224
SIRX000135	SIRX000226
SIRX000136	SIRX000227
SIRX000143	SIRX000228
SIRX000146	SIRX000229
SIRX000171	SIRX000231
SIRX000172	SIRX000233
SIRX000176	SIRX000234
SIRX000178	SIRX000237
SIRX000179	SIRX000240
SIRX000180	SIRX001031
SIRX000181	SIRX001041
SIRX000182	SIRX001051
SIRX000184	SIRX001091
SIRX000186	SIRX001101
SIRX000187	SIRX001102
SIRX000188	