

TheBANKSM of Edwardsville

Member FDIC

RECEIVED Montclair Center • 300 Montclair Avenue • Edwardsville, IL 62025
SURFACE TRANSPORTATION BOARD 618/656-0057 • Fax 618/656-1989

JAN 5 2 50 PM '98

December 8, 1997

Surface Transportation Board
Reconciliation Unit
ATTN: Janice Fort
1925 K Street, Suite 1700
Washington, D.C. 20423

Dear Ms. Fort:

Please find enclosed our Cashier's Check no. 4813297424 in the amount of \$72.00 which represents the fee to record the enclosed documents in the name of Southern Illinois Railcar Company, L.L.C. Please record the enclosed documents (Assignment of Lease, Financing Statement and Notice of Security Interest and Memorandum of Assignment of Lease between Southern Illinois Railcar Company, L.L.C., with an address of 505 Buckeye Drive, Troy, IL 62294 and Rocky Mountain Transportation Services, with an address of 2460 West 26th, Suite 250 C, Denver, CO 80211) and return to my attention by using the enclosed postage-paid envelope. If you have any questions, please contact me at (618) 659-6288. Thank you for your help on this matter.

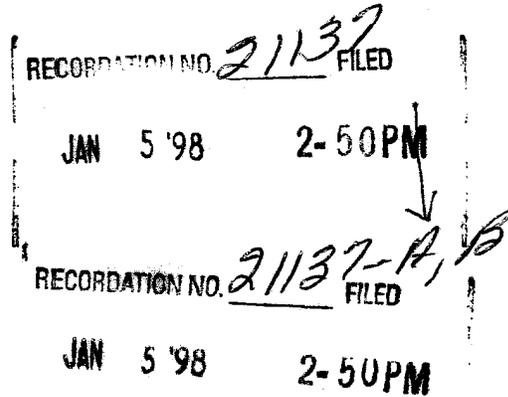
Sincerely,



Michele Laws,
Loan Secretary to
Daniel L. Abegg,
Assistant Vice President

DLA/ml

Enclosures



RECEIVED
SURFACE TRANSPORTATION
BOARD

RECORDATION NO. 21137-A
RECORDED
JAN 5 '98 2-50PM

**FINANCING STATEMENT
AND
NOTICE OF SECURITY INTEREST**

Southern Illinois Railcar Company, L.L.C.)
505 Buckeye Drive) Debtor
Troy, Illinois 62294)

TO

The Bank of Edwardsville,)
An Illinois Banking Corporation) Secured Party
330 West Vandalia)
Edwardsville, Illinois 62025)

Be It Known Hereby That, to secure an obligation entered into on October 31, 1997, the above-named Debtor pledged to the Secured Party certain collateral as follows:

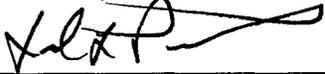
- A. Seventeen (17) 4,000 Cube 100 Ton covered hopper rail cars all as more particularly described upon attachment hereto. (See Schedule C)
- B. An Assignment of that Lease wherein Debtor is named as the Lessor and Rocky Mountain Transportation Services, a Colorado corporation, is named as the Lessee, said Lease being dated October 11, 1995, and all renewals thereof, a Memorandum of same being attached hereto;

and, in addition thereto, all accessions, additions, replacements, and substitutions relating to any and all of the foregoing; all records, instruments, documents, and evidences relating thereto; and

all proceeds and revenues related to or generated by the foregoing, including proceeds of insurance, general intangibles, and accounts.

Debtor

SOUTHERN ILLINOIS RAILCAR
COMPANY, L.L.C.

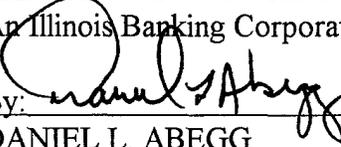
By: 
FRED L. PARSONS
Its Manager

By: 
EUGENIA M. PARSONS
Its Manager

By: 
GARY J. GOODMAN
Its Manager

Secured Party

THE BANK OF EDWARDSVILLE,
An Illinois Banking Corporation

By: 
DANIEL L. ABEGG
Its Assistant Vice President

STATE OF ILLINOIS)
)
COUNTY OF MADISON)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO
HEREBY CERTIFY that FRED L. PARSONS, EUGENIA M. PARSONS and GARY J.
GOODMAN, representing themselves to be the duly-elected and acting Managers of
SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., and personally known to me to be the
same persons whose names appear on the foregoing instrument, appeared before me this date in
person and acknowledged that they signed, sealed, and delivered the said instrument as their free
and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 30th day of
October, 1997.

Janice A. Tweedy
Notary Public



SCHEDULE C

Description of Railcars

Seventeen (17) 4,000 cubic foot capacity covered hopper railcars, bearing reporting marks as follows:

SIRX400231
SIRX400234
SIRX400235
SIRX400241
SIRX400252
SIRX400255
SIRX400256
SIRX400261
SIRX400262
SIRX400267
SIRX400268
SIRX400350
SIRX400382
SIRX400384
SIRX400387
SIRX400392
SIRX400396