HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

March 16, 1999

RECORDATION NO. 22108 FILED
APR 8 '99 9-30AM

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MAIL MANAGEMENT
STB

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are three (3) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of September 1, 1997 (**"Memorandum"**) between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Southern Illinois Railcar Company
505 Buckeye Drive
Executive Park 2
Troy, IL 62294

The equipment involved in this transaction is as follows:

Equipment: Five hundred (500) railcars as more fully described in Schedule A attached hereto.

Please file this Memorandum as a primary document and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-six dollars ($26.00) is enclosed.

Sincerely,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (3)

stb/mem/sir012.fin ad/3/16/99

RECORDATION NO. 22108 FILED

APR 8 '99 9-30AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT (**"Memorandum"**) is dated as of September 1, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of September 1, 1997 (**"Lease"**) between **HELM-PACIFIC LEASING**, a Nebraska general partnership (**"Lessor"**), and **SOUTHERN ILLINOIS RAILCAR COMPANY**, an Illinois corporation (**"Lessee"**), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto (**"Units"**). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

Except for the sublease of the Units, the Lease and the Units cannot be in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation, a General Partner

By: _____

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture Leasing, Incorporated, a General Partner

By: _____

Print Name: Eric L. Butler

Title: President

LESSEE

SOUTHERN ILLINOIS RAILCAR COMPANY

By: Michele Seibaldi

Print Name: Michele Seibaldi

Title: Vice President

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SCHEDULE A

TO THE MEMORANDUM OF LEASE

Equipment Description:

Five hundred (500), 100-ton, roller bearing, 4600 to 4750 cubic foot (nominal) covered hopper railcars equipped with trough hatches and gravity outlet gates; built by Pullman Standard and ACF Industries between 1970 and 1977.

	Reporting Mark & Number			Reporting Mark & Number			Reporting Mark & Number			Reporting Mark & Number	
1	HLMX	250	51	HPJX	13052	101	HPJX	13113	151	HPJX	13164
2	HLMX	251	52	HPJX	13053	102	HPJX	13114	152	HPJX	13165
3	HLMX	252	53	HPJX	13054	103	HPJX	13115	153	HPJX	13166
4	HLMX	253	54	HPJX	13055	104	HPJX	13116	154	HPJX	13167
5	HLMX	255	55	HPJX	13056	105	HPJX	13117	155	HPJX	13168
6	HLMX	256	56	HPJX	13057	106	HPJX	13118	156	HPJX	13169
7	HLMX	257	57	HPJX	13058	107	HPJX	13119	157	HPJX	13170
8	HLMX	258	58	HPJX	13059	108	HPJX	13120	158	HPJX	13171
9	HLMX	259	59	HPJX	13060	109	HPJX	13121	159	HPJX	13172
10	HLMX	260	60	HPJX	13061	110	HPJX	13122	160	HPJX	13173
11	HLMX	262	61	HPJX	13062	111	HPJX	13123	161	HPJX	13174
12	HLMX	263	62	HPJX	13063	112	HPJX	13124	162	HPJX	13175
13	HLMX	264	63	HPJX	13064	113	HPJX	13125	163	HPJX	13176
14	HLMX	265	64	HPJX	13065	114	HPJX	13126	164	HPJX	13177
15	HLMX	266	65	HPJX	13066	115	HPJX	13127	165	HPJX	13178
16	HLMX	267	66	HPJX	13069	116	HPJX	13128	166	HPJX	13179
17	HLMX	268	67	HPJX	13078	117	HPJX	13129	167	HPJX	13180
18	HLMX	269	68	HPJX	13079	118	HPJX	13130	168	HPJX	13181
19	HLMX	270	69	HPJX	13080	119	HPJX	13131	169	HPJX	13182
20	HLMX	271	70	HPJX	13081	120	HPJX	13132	170	HPJX	13184
21	HLMX	272	71	HPJX	13082	121	HPJX	13133	171	HPJX	13186
22	HLMX	273	72	HPJX	13083	122	HPJX	13134	172	HPJX	13187
23	HLMX	274	73	HPJX	13084	123	HPJX	13135	173	HPJX	13189
24	HLMX	275	74	HPJX	13085	124	HPJX	13136	174	HPJX	13190
25	HLMX	276	75	HPJX	13086	125	HPJX	13137	175	HPJX	13191
26	HLMX	277	76	HPJX	13087	126	HPJX	13138	176	HPJX	13192
27	HLMX	278	77	HPJX	13088	127	HPJX	13139	177	HPJX	13193
28	HLMX	279	78	HPJX	13089	128	HPJX	13140	178	HPJX	13194
29	HLMX	280	79	HPJX	13090	129	HPJX	13141	179	HPJX	13195
30	HLMX	281	80	HPJX	13091	130	HPJX	13142	180	HPJX	13196
31	HLMX	282	81	HPJX	13092	131	HPJX	13143	181	HPJX	13197
32	HLMX	283	82	HPJX	13093	132	HPJX	13145	182	HPJX	13199
33	HLMX	284	83	HPJX	13094	133	HPJX	13146	183	HPJX	13200
34	HLMX	285	84	HPJX	13095	134	HPJX	13147	184	HPJX	13201
35	HLMX	287	85	HPJX	13096	135	HPJX	13148	185	HPJX	13202
36	HLMX	288	86	HPJX	13097	136	HPJX	13149	186	HPJX	13204
37	HLMX	289	87	HPJX	13098	137	HPJX	13150	187	HPJX	13205
38	HPJX	13038	88	HPJX	13099	138	HPJX	13151	188	HPJX	13206
39	HPJX	13039	89	HPJX	13100	139	HPJX	13152	189	HPJX	13207
40	HPJX	13040	90	HPJX	13101	140	HPJX	13153	190	HPJX	13208
41	HPJX	13041	91	HPJX	13102	141	HPJX	13154	191	HPJX	13209
42	HPJX	13042	92	HPJX	13103	142	HPJX	13155	192	HPJX	13210
43	HPJX	13043	93	HPJX	13105	143	HPJX	13156	193	HPJX	13211
44	HPJX	13044	94	HPJX	13106	144	HPJX	13157	194	HPJX	13212
45	HPJX	13045	95	HPJX	13107	145	HPJX	13158	195	HPJX	13213
46	HPJX	13046	96	HPJX	13108	146	HPJX	13159	196	HPJX	13214
47	HPJX	13047	97	HPJX	13109	147	HPJX	13160	197	HPJX	13215
48	HPJX	13048	98	HPJX	13110	148	HPJX	13161	198	HPJX	13216
49	HPJX	13049	99	HPJX	13111	149	HPJX	13162	199	HPJX	13217
50	HPJX	13051	100	HPJX	13112	150	HPJX	13163	200	HPJX	13218

SCHEDULE A - Continued

	Reporting Mark & Number			Reporting Mark & Number			Reporting Mark & Number			Reporting Mark & Number	
201	HPJX	13219	251	HPJX	13274	301	HPJX	15023	351	HPJX	15074
202	HPJX	13220	252	HPJX	13275	302	HPJX	15024	352	HPJX	15075
203	HPJX	13221	253	HPJX	13276	303	HPJX	15026	353	HPJX	15076
204	HPJX	13222	254	HPJX	13278	304	HPJX	15027	354	HPJX	15077
205	HPJX	13224	255	HPJX	13279	305	HPJX	15028	355	HPJX	15079
206	HPJX	13225	256	HPJX	13280	306	HPJX	15029	356	HPJX	15080
207	HPJX	13226	257	HPJX	13281	307	HPJX	15030	357	HPJX	15081
208	HPJX	13227	258	HPJX	13282	308	HPJX	15031	358	HPJX	15082
209	HPJX	13228	259	HPJX	13283	309	HPJX	15032	359	HPJX	15083
210	HPJX	13229	260	HPJX	13284	310	HPJX	15033	360	HPJX	15084
211	HPJX	13230	261	HPJX	13285	311	HPJX	15034	361	HPJX	15085
212	HPJX	13231	262	HPJX	13287	312	HPJX	15035	362	HPJX	15086
213	HPJX	13232	263	HPJX	13656	313	HPJX	15036	363	HPJX	15087
214	HPJX	13233	264	HPJX	13673	314	HPJX	15037	364	HPJX	15088
215	HPJX	13234	265	HPJX	13709	315	HPJX	15038	365	HPJX	15089
216	HPJX	13235	266	HPJX	13710	316	HPJX	15039	366	HPJX	15090
217	HPJX	13236	267	HPJX	13711	317	HPJX	15040	367	HPJX	15091
218	HPJX	13237	268	HPJX	13714	318	HPJX	15041	368	HPJX	15092
219	HPJX	13238	269	HPJX	13716	319	HPJX	15042	369	HPJX	15093
220	HPJX	13239	270	HPJX	13717	320	HPJX	15043	370	HPJX	15094
221	HPJX	13240	271	HPJX	13725	321	HPJX	15044	371	HPJX	15095
222	HPJX	13241	272	HPJX	13800	322	HPJX	15045	372	HPJX	15096
223	HPJX	13242	273	HPJX	13801	323	HPJX	15046	373	HPJX	15097
224	HPJX	13243	274	HPJX	13802	324	HPJX	15047	374	HPJX	15098
225	HPJX	13244	275	HPJX	13803	325	HPJX	15048	375	HPJX	15099
226	HPJX	13245	276	HPJX	13804	326	HPJX	15049	376	HPJX	15100
227	HPJX	13246	277	HPJX	13807	327	HPJX	15050	377	HPJX	15101
228	HPJX	13247	278	HPJX	13824	328	HPJX	15051	378	HPJX	15102
229	HPJX	13248	279	HPJX	14006	329	HPJX	15052	379	HPJX	15103
230	HPJX	13249	280	HPJX	15000	330	HPJX	15053	380	HPJX	15104
231	HPJX	13252	281	HPJX	15001	331	HPJX	15054	381	HPJX	15105
232	HPJX	13253	282	HPJX	15002	332	HPJX	15055	382	HPJX	15106
233	HPJX	13254	283	HPJX	15003	333	HPJX	15056	383	HPJX	15107
234	HPJX	13256	284	HPJX	15004	334	HPJX	15057	384	HPJX	15108
235	HPJX	13257	285	HPJX	15005	335	HPJX	15058	385	HPJX	15109
236	HPJX	13258	286	HPJX	15006	336	HPJX	15059	386	HPJX	15110
237	HPJX	13259	287	HPJX	15007	337	HPJX	15060	387	HPJX	15111
238	HPJX	13260	288	HPJX	15008	338	HPJX	15061	388	HPJX	15112
239	HPJX	13261	289	HPJX	15009	339	HPJX	15062	389	HPJX	15113
240	HPJX	13262	290	HPJX	15010	340	HPJX	15063	390	HPJX	15114
241	HPJX	13263	291	HPJX	15011	341	HPJX	15064	391	HPJX	15115
242	HPJX	13264	292	HPJX	15012	342	HPJX	15065	392	HPJX	15116
243	HPJX	13265	293	HPJX	15014	343	HPJX	15066	393	HPJX	15117
244	HPJX	13266	294	HPJX	15015	344	HPJX	15067	394	HPJX	15118
245	HPJX	13267	295	HPJX	15016	345	HPJX	15068	395	HPJX	15120
246	HPJX	13268	296	HPJX	15017	346	HPJX	15069	396	HPJX	15121
247	HPJX	13269	297	HPJX	15019	347	HPJX	15070	397	HPJX	15122
248	HPJX	13270	298	HPJX	15020	348	HPJX	15071	398	HPJX	15123
249	HPJX	13271	299	HPJX	15021	349	HPJX	15072	399	HPJX	15124
250	HPJX	13272	300	HPJX	15022	350	HPJX	15073	400	HPJX	15125

SCHEDULE A - Continued

	Reporting Mark & Number			Reporting Mark & Number	
401	HPJX	15126	451	HPJX	15180
402	HPJX	15127	452	HPJX	15181
403	HPJX	15128	453	HPJX	15182
404	HPJX	15129	454	HPJX	15183
405	HPJX	15130	455	HPJX	15184
406	HPJX	15131	456	HPJX	15185
407	HPJX	15132	457	HPJX	15186
408	HPJX	15133	458	HPJX	15187
409	HPJX	15134	459	HPJX	15188
410	HPJX	15135	460	HPJX	15189
411	HPJX	15136	461	HPJX	15190
412	HPJX	15137	462	HPJX	15191
413	HPJX	15138	463	HPJX	15192
414	HPJX	15139	464	HPJX	15193
415	HPJX	15140	465	HPJX	15194
416	HPJX	15141	466	HPJX	15195
417	HPJX	15142	467	HPJX	15196
418	HPJX	15143	468	HPJX	15197
419	HPJX	15144	469	HPJX	15198
420	HPJX	15145	470	HPJX	15199
421	HPJX	15146	471	HPJX	15200
422	HPJX	15147	472	HPJX	15201
423	HPJX	15148	473	HPJX	15202
424	HPJX	15149	474	HPJX	15203
425	HPJX	15150	475	HPJX	15204
426	HPJX	15151	476	HPJX	15205
427	HPJX	15152	477	HPJX	15206
428	HPJX	15153	478	HPJX	15207
429	HPJX	15154	479	HPJX	15208
430	HPJX	15155	480	HPJX	15209
431	HPJX	15156	481	HPJX	15210
432	HPJX	15157	482	HPJX	15211
433	HPJX	15158	483	HPJX	15212
434	HPJX	15159	484	HPJX	15213
435	HPJX	15160	485	HPJX	15214
436	HPJX	15161	486	HPJX	15215
437	HPJX	15162	487	HPJX	15216
438	HPJX	15163	488	HPJX	15217
439	HPJX	15164	489	HPJX	15218
440	HPJX	15165	490	HPJX	15219
441	HPJX	15167	491	HPJX	15221
442	HPJX	15168	492	HPJX	15222
443	HPJX	15169	493	HPJX	15223
444	HPJX	15170	494	HPJX	15224
445	HPJX	15172	495	HPJX	15225
446	HPJX	15174	496	HPJX	15226
447	HPJX	15175	497	HPJX	15228
448	HPJX	15176	498	HPJX	15229
449	HPJX	15178	499	HPJX	15230
450	HPJX	15179	500	HPJX	15232

STATE OF CALIFORNIA)
) **S.S.**
COUNTY OF SAN FRANCISCO)

On March 15th, 1999, before me, Alison Drain, personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION,**

X personally known to me **-OR-**

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

ALISON DRAIN
Commission # 1199389
Notary Public - California
San Francisco County
My Comm. Expires Oct 23, 2002

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) **S.S.**
COUNTY OF DOUGLAS)

On March 12, 1999, before me, Sheryl L. Alvey, personally appeared Eric L. Butler, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED,**

___ personally known to me **-OR-**

✓ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sheryl L. Alvey
SIGNATURE OF THE NOTARY

[Notarial Seal]

GENERAL NOTARY-State of Nebraska
SHERYL L ALVEY
My Comm. Exp. Oct. 28, 2002

leases\sir012.final svf/02/10/99

STATE OF ILLINOIS)
) S.S.
COUNTY OF MADISON)

On February 15, 1999, before me, Janice A. Tweedy, personally appeared Michele Seiberlich, Vice President of **SOUTHERN ILLINOIS RAILCAR COMPANY,**

✓ personally known to me -OR-

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

OFFICIAL SEAL
JANICE A TWEEDY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/23/00

Witness my hand and official seal.

Janice A. Tweedy
SIGNATURE OF THE NOTARY

[Notarial Seal]