

LAW OFFICES

RECORDATION NO. *21414-B*

FILED

**REA, CROSS & AUCHINCLOSS**

SUITE 570

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MAY 17 '99

2-58 PM

DONALD E. CROSS (1923-1986)

THOMAS M. AUCHINCLOSS, JR.  
LEO C. FRANEY  
JOHN D. HEFFNER  
KEITH G. O'BRIEN  
BRYCE REA, JR.  
BRIAN L. TROIANO  
ROBERT A. WIMBISH

BY HAND

May 17, 1999

Ms. Taledia Stokes  
Equipment Recordation Office  
Surface Transportation Board  
1925 K Street, N.W. - Room 704  
Washington, D.C. 20423

RE: Caldwell-Baker Company - Assignor  
NationsBank, NA - Assignee

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11301 is the following document:

A conforming copy of the "First Supplement to the Memorandum of Assignment of Lease for Security Interest Only," dated May 13, 1999 -- a secondary document as defined in the Board's Rules for Recordation of Documents under 49 CFR § 1177. The names and addresses of the parties to this assignment agreement are as follows:

Assignor: Caldwell-Baker Company  
5250 W. 94th Terrace  
Prairie Village, KS 66207

Assignee: NationsBank, NA  
14 West 10th Street  
Kansas City, MO 64105

A description of the railroad equipment covered by the First Supplement to the Memorandum of Assignment of Lease for Security Interest Only is fully set forth in the original Assignment Agreement and at Exhibit A of the attached supplement.

*Robert A. Wimlish*

Taledia Stokes  
May 17, 1999  
Page Two

A short summary of the enclosed document to appear in the Board's index is as follows:

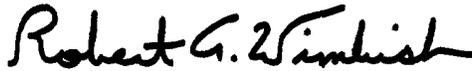
First Supplement to the Memorandum of Assignment of Lease for Security Interest Only dated May 13, 1999, between (1) Caldwell-Baker Company (Assignor) and (2) NationsBank, NA (Assignee), further amending and supplementing the Lease Agreement by and between Caldwell-Baker Company (Lessor) and Southern Illinois Railcar Company (Lessee) recorded with the STB as Recordation Number 21414.

The enclosed instrument should be recorded as STB Recordation Number 21414-B.

A recordation fee of \$26.00 is enclosed.

Please let me know if you need anything else.

Sincerely Yours,



Robert A. Wimbish

Enclosures

cc: William J. Hornung

FIRST SUPPLEMENT TO THE  
MEMORANDUM OF ASSIGNMENT OF LEASE  
FOR SECURITY INTEREST ONLY

MAY 17 '99

2-58 PM

First Supplement to the Memorandum of Assignment of Lease for Security Interest Only (hereafter, "Supplemental Assignment" or "Supplemental Assignment of Lease") made and entered into as of May 13, 1999, 1999 by and between Caldwell-Baker Company, a Delaware corporation ("Assignor"), and NationsBank, N.A., a national bank with offices at 14 West 10th Street, Kansas City, MO ("Assignee").

## WITNESSETH:

WHEREAS, Assignor, as Lessor, has leased to Southern Illinois Railcar Company ("Lessee") as many as four-hundred and two (402) 4,740-4,785 cubic foot, 100 ton, through hatch, gravity discharge, covered hopper cars (as specifically identified in Exhibit A to a Railcar Lease Agreement by and between Assignor and Lessee executed and dated as of August 29, 1997 and modified/amended as of October 20, 1997 -- hereafter, "the Lease"). The above-described cars shall be referred to hereafter as "the Railcars."

WHEREAS, Assignee has previously entered into certain financial arrangements with Assignor whereby, for good and valuable consideration and as security for certain funds that Assignee has agreed to lend to Assignor, Assignor has agreed to convey to Assignee all of Assignor's right title and interest in the Lease (but only upon an Event of Default as defined in paragraph 4 of the "Security Agreement" -- as the term "Security Agreement" is described below -- and only with respect to a selected number of the Railcars as is specifically listed in Exhibit A-1, attached hereto), the Lease is being assigned by Assignor to Assignee. See, Memorandum of Assignment of Lease for Security Interest Only, made and entered into as of May 13, 1998.

WHEREAS, Assignee has, subsequent to the execution of the above-listed Memorandum of Assignment of Lease (STB Recordation Number 21414-A), entered into additional financial arrangements with Assignor, whereby, for good and valuable consideration and as security for certain new funds that Assignee has agreed to lend Assignor, Assignor has agreed to extend to Assignee, pursuant to the provisions of the parties' original Memorandum of Assignment of Lease for Security Interest Only, an interest in an additional 120 Railcars not designated in Exhibit A-1 of the parties' original assignment agreement.

NOW, THEREFORE, know all persons by these presents that effective May 13, 1999, Assignor has assigned to Assignee for security purposes only (and Assignee has accepted and assumed) all the rights, responsibilities and obligations of the Assignor under the Lease (as relates only to a select group of

CB  
CBA

the Railcars identified in both of the attached Exhibits A-1 and A-2) arising on and after May 13, 1999. Further, the subject supplemental assignment, shall be recorded with the Surface Transportation Board in Washington, D.C.

FURTHER, Assignor will retain all of its rights and interest in the above-described railcar lease unless and until Assignor is in default under paragraph 4 of the "Security Agreement" (as the term "Security Agreement" is defined below).

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective corporate officers with an effective date as first above written.

This Memorandum of Assignment of Lease for Security Interest Only is further documentation of a series of transactions documented pursuant to an instrument entitled "Security Agreement" (executed and dated as of May 13, 1998) and a supplemental instrument entitled "First Supplement to Security Agreement" (executed and dated as of May 13, 1999). Neither the aforementioned Security Agreement nor the First Supplement to Security Agreement expands upon nor limits the rights and obligations under this Supplemental Assignment of Lease.

NATIONSBANK, N.A.

CALDWELL-BAKER COMPANY

BY: \_\_\_\_\_

BY: \_\_\_\_\_

TITLE: \_\_\_\_\_

TITLE: \_\_\_\_\_

CB

State of Kansas )  
County of Johnson )

On this 13<sup>th</sup> day of May, 1999, before me appeared Carle Baker, Jr. to me personally known, who being by me duly sworn, did say that he is the President of Caldwell-Baker Company, corporation organized under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said officers acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term expires:

Katherine P. King  
Notary Public

**Katherine P. King**  
**Notary Public**  
**State of Kansas**  
My Appt. Exp. 9/8/2002

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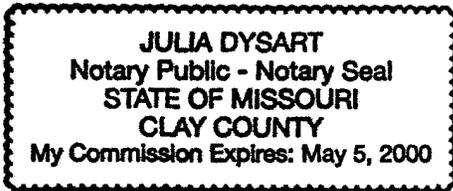
State of Missouri )  
County of Jackson )

On this 13 day of May, 1999, before me appeared William J. Hornung to me personally known, who being by me duly sworn, did say that he is the Vice President of NationsBank, a corporation organized under the laws of the United States of America, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said directors acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term expires: May 5 2000

Julia Dysart  
Notary Public



**120 CARS LEASED TO SOUTHERN ILLINOIS RAILCAR THAT BANK OF BLUE VALLEY HAS A LIEN ON THAT WILL BE GIVEN TO NATIONS**

	M	N	O	P
1	CAR	LIEN	OWNER	LESSEE
2	464216	BV	BG	SI
3	464217	BV	BG	SI
4	464222	BV	BG	SI
5	464224	BV	BG	SI
6	464225	BV	BG	SI
7	464227	BV	BG	SI
8	464229	BV	BG	SI
9	464232	BV	BG	SI
10	464234	BV	BG	SI
11	464236	BV	BG	SI
12	464237	BV	BG	SI
13	464238	BV	BG	SI
14	464240	BV	BG	SI
15	464241	BV	BG	SI
16	464243	BV	BG	SI
17	464245	BV	BG	SI
18	464247	BV	BG	SI
19	464270	BV	BG	SI
20	464271	BV	BG	SI
21	464272	BV	BG	SI
22	464276	BV	BG	SI
23	464277	BV	BG	SI
24	464278	BV	BG	SI
25	464281	BV	BG	SI
26	464285	BV	BG	SI
27	464287	BV	BG	SI
28	464289	BV	BG	SI
29	464298	BV	BG	SI
30	464303	BV	BG	SI
31	464306	BV	BG	SI
32	464308	BV	BG	SI
33	464312	BV	BG	SI
34	464320	BV	BG	SI
35	464326	BV	BG	SI
36	464332	BV	BG	SI
37	464341	BV	BG	SI
38	464342	BV	BG	SI
39	464350	BV	BG	SI
40	464352	BV	BG	SI
41	464367	BV	BG	SI
42	464368	BV	BG	SI
43	464371	BV	BG	SI
44	464372	BV	BG	SI
45	464377	BV	BG	SI
46	464378	BV	BG	SI
47	464379	BV	BG	SI
48	464381	BV	BG	SI
49	464382	BV	BG	SI
50	464381	BV	BG	SI

Caldwell Baker Company Confidential

3/26/99



(170 RFMX MARKED RAILCARS LEASED TO SOUTHERN ILLINOIS RAILCAR)

	A	B	C	D
1	51005	464469	464781	464868
2	464042	464483	464782	464870
3	464087	464484	464785	464872
4	464100	464487	464786	464875
5	464101	464490	464789	464877
6	464115	464491	464791	464881
7	464165	464492	464792	464883
8	464166	464496	464793	464887
9	464170	464525	464794	464888
10	464173	464547	464795	464892
11	464195	464566	464796	464893
12	464198	464573	464797	464896
13	464199	464610	464798	464903
14	464201	464639	464799	464904
15	464204	464640	464802	464907
16	464207	464646	464803	464912
17	464211	464649	464804	464916
18	464214	464656	464805	
19	464218	464673	464806	
20	464228	464694	464809	
21	464230	464704	464811	
22	464248	464721	464813	
23	464275	464728	464814	
24	464279	464729	464815	
25	464282	464734	464817	
26	464288	464738	464819	
27	464293	464742	464823	
28	464308	464743	464829	
29	464311	464744	464830	
30	464321	464745	464835	
31	464335	464747	464837	
32	464336	464748	464838	
33	464344	464749	464840	
34	464369	464754	464843	
35	464373	464755	464844	
36	464403	464760	464845	
37	464409	464761	464847	
38	464413	464763	464849	
39	464414	464764	464850	
40	464416	464765	464851	
41	464420	464767	464852	
42	464421	464768	464854	
43	464422	464769	464856	
44	464425	464770	464857	
45	464426	464771	464858	
46	464429	464772	464859	
47	464436	464774	464861	
48	464446	464775	464862	
49	464449	464776	464863	
50	464458	464779	464865	
51	464464	464780	464866	



**120 CARS LEASED TO SOUTHERN ILLINOIS RAILCAR THAT BANK OF BLUE VALLEY HAS A LIEN ON THAT WILL BE GIVEN TO NATIONS**

	M	N	O	P
1	CAR	LIEN	OWNER	LESSEE
51	464401	BV	BG	SI
52	464406	BV	BG	SI
53	464408	BV	BG	SI
54	464412	BV	BG	SI
55	464415	BV	BG	SI
56	464418	BV	BG	SI
57	464419	BV	BG	SI
58	464427	BV	BG	SI
59	464430	BV	BG	SI
60	464431	BV	BG	SI
61	464432	BV	BG	SI
62	464433	BV	BG	SI
63	464434	BV	BG	SI
64	464435	BV	BG	SI
65	464438	BV	BG	SI
66	464440	BV	BG	SI
67	464441	BV	BG	SI
68	464445	BV	BG	SI
69	464447	BV	BG	SI
70	464448	BV	BG	SI
71	464451	BV	BG	SI
72	464452	BV	BG	SI
73	464453	BV	BG	SI
74	464454	BV	BG	SI
75	464461	BV	BG	SI
76	464465	BV	BG	SI
77	464467	BV	BG	SI
78	464468	BV	BG	SI
79	464471	BV	BG	SI
80	464472	BV	BG	SI
81	464474	BV	BG	SI
82	464475	BV	BG	SI
83	464476	BV	BG	SI
84	464477	BV	BG	SI
85	464478	BV	BG	SI
86	464482	BV	BG	SI
87	464485	BV	BG	SI
88	464489	BV	BG	SI
89	464494	BV	BG	SI
90	464495	BV	BG	SI
91	464497	BV	BG	SI
92	464502	BV	BG	SI
93	464504	BV	BG	SI
94	464510	BV	BG	SI
95	464511	BV	BG	SI
96	464512	BV	BG	SI
97	464513	BV	BG	SI
98	464522	BV	BG	SI
99	464527	BV	BG	SI

**120 CARS LEASED TO SOUTHERN ILLINOIS RAILCAR THAT BANK OF BLUE VALLEY  
HAS A LIEN ON THAT WILL BE GIVEN TO NATIONS**

	M	N	O	P
1	CAR	LIEN	OWNER	LESSEE
100	464528	BV	BG	SI
101	464531	BV	BG	SI
102	464533	BV	BG	SI
103	464535	BV	BG	SI
104	464537	BV	BG	SI
105	464538	BV	BG	SI
106	464557	BV	BG	SI
107	464558	BV	BG	SI
108	464561	BV	BG	SI
109	464562	BV	BG	SI
110	464563	BV	BG	SI
111	464565	BV	BG	SI
112	464567	BV	BG	SI
113	464568	BV	BG	SI
114	464569	BV	BG	SI
115	464571	BV	BG	SI
116	464575	BV	BG	SI
117	464576	BV	BG	SI
118	464580	BV	BG	SI
119	464585	BV	BG	SI
120	464586	BV	BG	SI
121	464588	BV	BG	SI

