

Counterparts - [Signature]

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RECORDATION NO. 21532-A FILED
SEP 16 '98 4-15 PM

September 16, 1998

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 Memorandum of Revolving Credit and Security Agreement, dated as of September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Revolving Credit and Security Agreement which was previously filed with the Board under Recordation Number 21532.

The names and addresses of the parties to the enclosed document are:

Debtor: Southern Illinois Railcar Company
505 Buckeye Drove
Troy, Illinois 62294

Secured Party: Newcourt Capital USA Inc.
70 West Madison Street, Suite 5360
Chicago, Illinois 60602-4208

A description of the railroad equipment covered by the enclosed document is:

thirty-two (32) railcars set forth on Schedule I attached to the Memorandum

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SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
September 16, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

P.S. The reader's attention is directed to the fact that a Memorandum of Supplement No. 1 to the Revolving Credit Agreement was filed under Rec. No. 21630.

SEP 16 '98

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MEMORANDUM OF REVOLVING CREDIT AND SECURITY AGREEMENT

This MEMORANDUM OF REVOLVING CREDIT AND SECURITY AGREEMENT, dated as of September 1, 1998, is between Newcourt Capital USA Inc., a Delaware corporation ("Lender"), and Southern Illinois Railcar Company, an Illinois corporation ("Borrower").

1. Lender heretofore has extended a credit facility to Borrower pursuant to the Revolving Credit and Security Agreement, as amended, (the "Security Agreement") dated as of July 17, 1998 between Lender and Borrower. The Borrower has granted additional security for its obligations under the Loan Documents by granting to Lender a security interest in Thirty-Two (32) railcars, more fully described in Schedule I hereto (the "Units").

2. Borrower shall make all payments as set forth in the Security Agreement.

3. This Memorandum of is a summary of, and in all respects is subject to, the terms of the Security Agreement.

* * *

[Memorandum of Security Agreement]

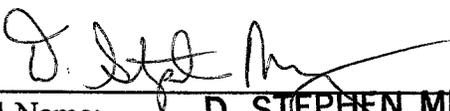
IN WITNESS WHEREOF, Lender and Borrower have each caused this Memorandum of Security Agreement to be duly executed and delivered all as of the date first above written.

LENDER:

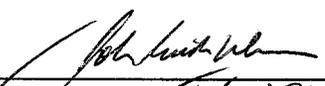
BORROWER:

NEWCOURT CAPITAL
USA INC.

SOUTHERN ILLINOIS RAILCAR
COMPANY

By: 
Printed Name: D. STEPHEN MENZIES
Title: MANAGING DIRECTOR
Dated: 8/27/08

By: _____
Printed Name: _____
Title: _____

By: 
Printed Name: J. F. WENNER
Title: Managing Director + SVU
Dated: 9/2/08

[Memorandum of Security Agreement]

IN WITNESS WHEREOF, Lender and Borrower have each caused this Memorandum of Security Agreement to be duly executed and delivered all as of the date first above written.

LENDER:

NEWCOURT CAPITAL
USA INC.

By: _____
Printed Name: _____
Title: _____
Dated: _____

By: _____
Printed Name: _____
Title: _____
Dated: _____

BORROWER:

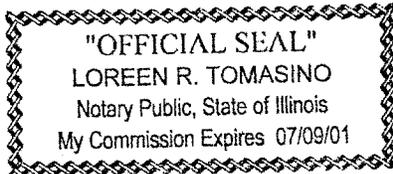
SOUTHERN ILLINOIS RAILCAR
COMPANY

By: 
Printed Name: Fred L. Parsons
Title: President

[Memorandum of Security Agreement]

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

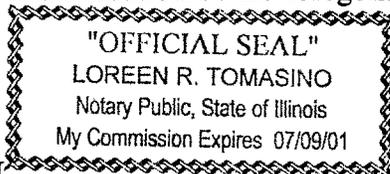
On this 27th day of AUGUST, 1998, before me personally appeared D. STEPHEN MENZIES to me personally known, who being by me duly sworn, says that is the MANAGING DIRECTOR of Newcourt Capital USA Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf and sealed 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.



Loreen R. Tomasino
Notary Public

STATE OF)
) ss
COUNTY OF)

On this 4th day of SEPTEMBER, 1998, before me personally appeared JOHN F. WEINER, to me personally known, who being by me duly sworn, says that is the MANAGING DIR + SUP of Newcourt Capital USA Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf and sealed 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.



Loreen R. Tomasino
Notary Public

NOTARIAL SEAL

My Commission Expires: 07/09/01

SCHEDULE I

To Memorandum of Revolving Credit and Security Agreement,
dated as of September 1, 1998 between
Newcourt Capital USA Inc.
Southern Illinois Railcar Company

Thirty-Two (32) 1965 Built, 100-Ton, Covered Hopper Railcars
with 4,700 Cubic Foot Capacity

	<u>New Car No.</u>	<u>Old Car No.</u>
1	SIRX800	AEX800
2	SIRX802	AEX802
3	SIRX804	AEX804
4	SIRX807	AEX807
5	SIRX809	AEX809
6	SIRX811	AEX811
7	SIRX815	AEX815
8	SIRX816	AEX816
9	SIRX819	AEX819
10	SIRX822	AEX822
11	SIRX830	AEX830
12	SIRX831	AEX831
13	SIRX832	AEX832
14	SIRX833	AEX833
15	SIRX844	AEX844
16	SIRX850	AEX850
17	SIRX853	AEX853
18	SIRX854	AEX854
19	SIRX858	AEX858
20	SIRX869	AEX869
21	SIRX871	AEX871
22	SIRX872	AEX872
23	SIRX874	AEX874
24	SIRX880	AEX880
25	SIRX882	AEX882
26	SIRX884	AEX884
27	SIRX886	AEX886
28	SIRX887	AEX887
29	SIRX889	AEX889
30	SIRX895	AEX895
31	SIRX898	AEX898
32	SIRX868	AEX868