

Country Club - Betty Ann

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
—
(202) 393-2266
FAX (202) 393-2156

RECEIVED
SURFACE TRANSPORTATION
BOARD

SEP 10 11 39 AM '98

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21630 FILED

SEP 10 '98 11-40AM

September 10, 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 Supplement No. 1, dated as of August 1, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Debtor: Southern Illinois Railcar Company
Executive Park Two
505 Buckeye Drive
Troy, Illinois 62294

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

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

65 (sixty-five) flat bottom gondola railcars bearing reporting marks and road numbers set forth on Schedule I attached to the Memorandum.

Mr. Vernon A. Williams
September 10, 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 stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

SEP 10 '98 11-40AM

**MEMORANDUM OF REVOLVING CREDIT AND SECURITY AGREEMENT
SUPPLEMENT NO. 1**

This MEMORANDUM OF REVOLVING CREDIT AND SECURITY AGREEMENT SUPPLEMENT NO. 1, dated as of August 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 (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 sixty-five (65) Flat Bottom Gondola 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 Supplement No. 1]

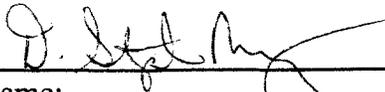
IN WITNESS WHEREOF, Lender and Borrower have each caused this Memorandum of Security Agreement to be duly executed and delivered all as of the date first above written.

LENDER:

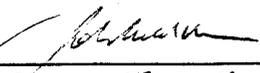
BORROWER:

NEWCOURT CAPITAL
USA INC.

SOUTHERN ILLINOIS RAILCAR
COMPANY

By: 
Printed Name: _____
Title: D. STEPHEN MENZIES
Dated: 8/27/98 MANAGING DIRECTOR

By: _____
Printed Name: _____
Title: _____

By: 
Printed Name: John F. Wehner
Title: Managing Director + SVP
Dated: 9/1/98

[Memorandum of Security Agreement Supplement No. 1]

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:

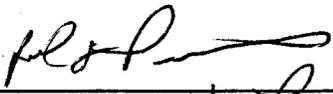
NEWCOURT CAPITAL
USA INC.

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

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

BORROWER:

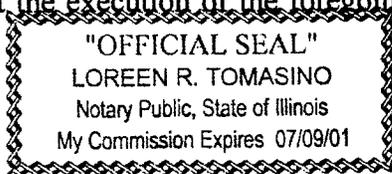
SOUTHERN ILLINOIS RAILCAR
COMPANY

By: 
Printed Name: Fred Larson
Title: President

[Memorandum of Security Agreement Supplement No. 1]

STATE OF ILLINOIS
COUNTY OF Cook) SS

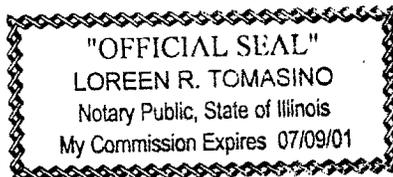
On this 27th day of AUGUST, 1998, before me personally appeared D. STEPHEN MENZIES, to me personally known, who being by me duly sworn, says that is the MANAGING DIRECTOR of Newcourt Capital USA Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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 ILLINOIS)
COUNTY OF Cook) SS

On this 2nd day of SEPTEMBER, 1998 before me personally appeared JOHN F. WENNER, to me personally known, who being by me duly sworn, says that is the MANAGING DIR. & SVP 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
Supplement No. 1, dated as of August 1, 1998 between
Newcourt Capital USA Inc.
Southern Illinois Railcar Company

65 Units of Equipment

Sixty-Five (65) 1979-1980 Built, Flat Bottom Gondola Railcars
with 4,000 Cubic Foot Capacity

Original Marks

Current Marks

DEEX 009001	SIRX 380234
DEEX 009007	SIRX 380235
DEEX 009008	SIRX 380236
DEEX 009013	SIRX 380237
DEEX 009017	SIRX 380238
DEEX 009024	SIRX 380239
DEEX 009025	SIRX 380240
DEEX 009037	SIRX 380241
DEEX 009063	SIRX 380242
DEEX 009068	SIRX 380243
DEEX 009076	SIRX 380244
DEEX 009084	SIRX 380245
DEEX 009087	SIRX 380246
DEEX 009088	SIRX 380247
DEEX 009098	SIRX 380248
DEEX 009099	SIRX 380249
DEEX 009106	SIRX 380250
DEEX 009118	SIRX 380251
DEEX 009124	SIRX 380252
DEEX 009133	SIRX 380253
DEEX 009144	SIRX 380254
DEEX 009170	SIRX 380255
DEEX 009171	SIRX 380256
DEEX 009183	SIRX 380257
DEEX 009190	SIRX 380258
DEEX 009193	SIRX 380259
DEEX 009212	SIRX 380260
DEEX 009215	SIRX 380261

[Memorandum of Security Agreement Supplement No. 1]

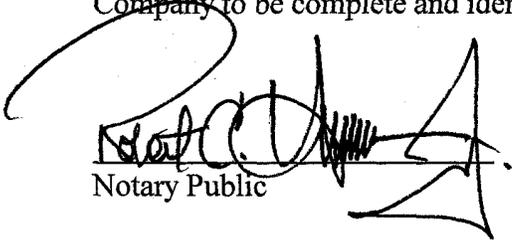
Original Marks

Current Marks

DEEX 009217	SIRX 380262
DEEX 009220	SIRX 380263
DEEX 009235	SIRX 380264
DEEX 009250	SIRX 380265
DEEX 009263	SIRX 380266
DEEX 009265	SIRX 380267
DEEX 009266	SIRX 380268
DEEX 009278	SIRX 380269
DEEX 009279	SIRX 380270
DEEX 009281	SIRX 380271
DEEX 009282	SIRX 380272
DEEX 009283	SIRX 380273
DEEX 009020	SIRX 380276
DEEX 009040	SIRX 380279
DEEX 009041	SIRX 380280
DEEX 009055	SIRX 380281
DEEX 009077	SIRX 380285
DEEX 009079	SIRX 380286
DEEX 009082	SIRX 380287
DEEX 009090	SIRX 380288
DEEX 009104	SIRX 380289
DEEX 009111	SIRX 380290
DEEX 009136	SIRX 380293
DEEX 009145	SIRX 380295
DEEX 009150	SIRX 380296
DEEX 009164	SIRX 380297
DEEX 009178	SIRX 380298
DEEX 009181	SIRX 380299
DEEX 009218	SIRX 380303
DEEX 009223	SIRX 380305
DEEX 009249	SIRX 380306
DEEX 009253	SIRX 380307
DEEX 009254	SIRX 380308
DEEX 009255	SIRX 380309
DEEX 009257	SIRX 380310
DEEX 009270	SIRX 380312
DEEX 009274	SIRX 380313

NOTARY CERTIFICATE

I, Robert C. Hamilton, Jr., a notary public in the state of Illinois, County of Cook, have found the attached copy of the Memorandum of Revolving Credit and Security Agreement Supplement No. 1, dated as of August 1, 1998, between Newcourt Capital USA Inc. and Southern Illinois Railcar Company to be complete and identical in all respects to the original document.



Notary Public

NOTARIAL SEAL *****
"OFFICIAL SEAL"
♦ ROBERT C. HAMILTON, JR.
♦ Notary Public, State of Illinois
♦ My Commission Expires 6/8/2000

My Commission Expires: 6/8/2000