ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

K Bartman

RECEIVED
SURFACE TRANSPORTATION BOARD
OCT 22 11 20 AM '98

October 22, 1998

RECORDATION NO. 21731 FILED
OCT 22 '98 11-20 AM

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 Lease, dated as of October 15, 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:

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, Ohio 43537

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

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

ninety (90) railcars bearing JBRX reporting marks and forty-eight (48) railcars bearing SIRX reporting marks and road numbers set forth on the Schedule attached hereto.

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

EXHIBIT "A"
SOUTHERN ILLINOIS RAILCAR
RIDER #199401-SOUR2

	CAR NUMBER			CAR NUMBER	
1	JBRX	101	46	JBRX	147
2	JBRX	102	47	JBRX	148
3	JBRX	103	48	JBRX	149
4	JBRX	104	49	JBRX	150
5	JBRX	105	50	JBRX	151
6	JBRX	106	51	JBRX	152
7	JBRX	107	52	JBRX	153
8	JBRX	108	53	JBRX	154
9	JBRX	109	54	JBRX	155
10	JBRX	110	55	JBRX	156
11	JBRX	111	56	JBRX	157
12	JBRX	112	57	JBRX	158
13	JBRX	113	58	JBRX	159
14	JBRX	114	59	JBRX	160
15	JBRX	115	60	JBRX	161
16	JBRX	116	61	JBRX	162
17	JBRX	117	62	JBRX	163
18	JBRX	118	63	JBRX	164
19	JBRX	119	64	JBRX	165
20	JBRX	120	65	JBRX	166
21	JBRX	121	66	JBRX	167
22	JBRX	122	67	JBRX	168
23	JBRX	123	68	JBRX	169
24	JBRX	125	69	JBRX	170
25	JBRX	126	70	JBRX	171
26	JBRX	127	71	JBRX	172
27	JBRX	128	72	JBRX	173
28	JBRX	129	73	JBRX	174
29	JBRX	130	74	JBRX	175
30	JBRX	131	75	JBRX	176
31	JBRX	132	76	JBRX	177
32	JBRX	133	77	JBRX	178
33	JBRX	134	78	JBRX	179
34	JBRX	135	79	JBRX	180
35	JBRX	136	80	JBRX	181
36	JBRX	137	81	JBRX	182
37	JBRX	138	82	JBRX	183
38	JBRX	139	83	JBRX	184
39	JBRX	140	84	JBRX	185
40	JBRX	141	85	JBRX	186
41	JBRX	142	86	JBRX	187
42	JBRX	143	87	JBRX	188
43	JBRX	144	88	JBRX	189
44	JBRX	145	89	JBRX	190
45	JBRX	146	90	JBRX	191

F:\USERS\ABOYER\DATA\123\EXHIBITS\SOUR2.WK4

Revised 10/15/98

EXHIBIT "A"
SOUTHERN ILLINOIS RAILCAR
RIDER #199401-SOU3A

	CAR NUMBER			CAR NUMBER	
1	SIRX	38	24	SIRX	193
2	SIRX	39	25	SIRX	195
3	SIRX	50	26	SIRX	196
4	SIRX	52	27	SIRX	197
5	SIRX	82	28	SIRX	198
6	SIRX	83	29	SIRX	199
7	SIRX	91	30	SIRX	200
8	SIRX	104	31	SIRX	201
9	SIRX	105	32	SIRX	203
10	SIRX	109	33	SIRX	205
11	SIRX	113	34	SIRX	207
12	SIRX	116	35	SIRX	209
13	SIRX	122	36	SIRX	210
14	SIRX	125	37	SIRX	216
15	SIRX	168	38	SIRX	219
16	SIRX	169	39	SIRX	220
17	SIRX	170	40	SIRX	221
18	SIRX	173	41	SIRX	223
19	SIRX	174	42	SIRX	225
20	SIRX	175	43	SIRX	230
21	SIRX	177	44	SIRX	232
22	SIRX	185	45	SIRX	238
23	SIRX	189	46	SIRX	239
24	SIRX	190	48	SIRX	1011

Revised 10/15/98

F:\USERS\ABOYER\DATA\123\EXHIBITS\SOU3A.WK4

RECORDATION NO 21731 FILED

MEMORANDUM OF LEASE OCT 22 '98 11-20 AM

This Memorandum of Lease is entered into as of the 15th day of October, 1998, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Southern Illinois Railcar Company, an Illinois corporation, having its principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, Illinois 62294 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Net Lease Agreement dated as of June 21, 1993 (the "Master Lease"), and Equipment Lease Rider #2 (the "Rider") whereby Lessor leases to Lessee ninety (90) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") terminating June 30, 1999 with rail cars starting at number JBRX 101 and Lease Rider #3A 199401-SOU3A/N, whereby Lessor leases to Lessee forty-eight (48) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" terminating November 30, 2004 with rail cars starting at number SIRX 38.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

Roger J. Truchon

Charles R. Brown

THE ANDERSONS, INC.

By: Kirsch H. Shafer

Title: Vice President & General Manager
Manufacturing Division

LESSEE:

Signed and acknowledged in the presence of:

[illegible]

Michelle Nation

SOUTHERN ILLINOIS RAILCAR COMPANY

By: [illegible]

Title: President

R:\data\railcar\document\final\memoleas\SIR5194

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the Vice President and General Manager, Manufacturing Division of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 15th day of October, 1998.

Elizabeth J. Hall

Notary Public
My Commission Expires:

ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date
Section 147.03 O.R.C.

STATE OF Illinois)
) SS:
COUNTY OF Madison)

On this 19th day of October, 1998, before me personally appeared Fred L. Parsons, to me personally known, who being duly sworn, says that he/~~she~~ is the President of Southern Illinois Railcar Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janice A. Tweedy

Notary Public
My Commission Expires: February 23, 2000

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

R:\data\railcar\document\final\memoleas\SIR5194

EXHIBIT "A"
SOUTHERN ILLINOIS RAILCAR
RIDER #199401-SOUR2

	CAR NUMBER			CAR NUMBER	
1	JBRX	101	46	JBRX	147
2	JBRX	102	47	JBRX	148
3	JBRX	103	48	JBRX	149
4	JBRX	104	49	JBRX	150
5	JBRX	105	50	JBRX	151
6	JBRX	106	51	JBRX	152
7	JBRX	107	52	JBRX	153
8	JBRX	108	53	JBRX	154
9	JBRX	109	54	JBRX	155
10	JBRX	110	55	JBRX	156
11	JBRX	111	56	JBRX	157
12	JBRX	112	57	JBRX	158
13	JBRX	113	58	JBRX	159
14	JBRX	114	59	JBRX	160
15	JBRX	115	60	JBRX	161
16	JBRX	116	61	JBRX	162
17	JBRX	117	62	JBRX	163
18	JBRX	118	63	JBRX	164
19	JBRX	119	64	JBRX	165
20	JBRX	120	65	JBRX	166
21	JBRX	121	66	JBRX	167
22	JBRX	122	67	JBRX	168
23	JBRX	123	68	JBRX	169
24	JBRX	125	69	JBRX	170
25	JBRX	126	70	JBRX	171
26	JBRX	127	71	JBRX	172
27	JBRX	128	72	JBRX	173
28	JBRX	129	73	JBRX	174
29	JBRX	130	74	JBRX	175
30	JBRX	131	75	JBRX	176
31	JBRX	132	76	JBRX	177
32	JBRX	133	77	JBRX	178
33	JBRX	134	78	JBRX	179
34	JBRX	135	79	JBRX	180
35	JBRX	136	80	JBRX	181
36	JBRX	137	81	JBRX	182
37	JBRX	138	82	JBRX	183
38	JBRX	139	83	JBRX	184
39	JBRX	140	84	JBRX	185
40	JBRX	141	85	JBRX	186
41	JBRX	142	86	JBRX	187
42	JBRX	143	87	JBRX	188
43	JBRX	144	88	JBRX	189
44	JBRX	145	89	JBRX	190
45	JBRX	146	90	JBRX	191

F:\USERS\ABOYER\DATA\123\EXHIBITS\SOUR2.WK4

Revised 10/15/98

EXHIBIT "A"
SOUTHERN ILLINOIS RAILCAR
RIDER #199401-SOU3A

	CAR NUMBER			CAR NUMBER	
1	SIRX	38	24	SIRX	193
2	SIRX	39	25	SIRX	195
3	SIRX	50	26	SIRX	196
4	SIRX	52	27	SIRX	197
5	SIRX	82	28	SIRX	198
6	SIRX	83	29	SIRX	199
7	SIRX	91	30	SIRX	200
8	SIRX	104	31	SIRX	201
9	SIRX	105	32	SIRX	203
10	SIRX	109	33	SIRX	205
11	SIRX	113	34	SIRX	207
12	SIRX	116	35	SIRX	209
13	SIRX	122	36	SIRX	210
14	SIRX	125	37	SIRX	216
15	SIRX	168	38	SIRX	219
16	SIRX	169	39	SIRX	220
17	SIRX	170	40	SIRX	221
18	SIRX	173	41	SIRX	223
19	SIRX	174	42	SIRX	225
20	SIRX	175	43	SIRX	230
21	SIRX	177	44	SIRX	232
22	SIRX	185	45	SIRX	238
23	SIRX	189	46	SIRX	239
24	SIRX	190	48	SIRX	1011

Revised 10/15/98

F:\USERS\ABOYER\DATA\123\EXHIBITS\SOU3A.WK4