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19116-D

August 30, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission, Recordations Unit, is a Supplemental Memorandum of Lease Agreement dated as of June 20, 1995.

Please record this document as a secondary agreement to ICC Recordation #19116. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosure

Counterparts - Same bills

LICENSING BRANCH
Aug 30 9 48 AM '95
OFFICE OF THE CLERK
STATE OF MARYLAND

(Signature page of SUPPLEMENTAL MEMORANDUM OF LEASE by and between SOUTHERN ILLINOIS RAILCAR COMPANY and CONTINENTAL GRAIN COMPANY for CONTINENTAL GRAIN COMPANY)

WITNESS:

CONTINENTAL GRAIN COMPANY

Donna J. Paputa

By: Rodman Koser (SEAL)
Name: Rodman Koser
Title: vice president

19116-D

SUPPLEMENTAL MEMORANDUM OF LEASE

THIS SUPPLEMENTAL MEMORANDUM OF LEASE (this "Memorandum") dated as of June 20, 1995, is made by and between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, with its chief executive office and principal place of business at One Mark Twain Bank Plaza, Suite 225, Edwardsville, Illinois 62025 ("SIRC"), and CONTINENTAL GRAIN COMPANY, a Delaware corporation, with an office at 222 South Riverside Plaza, Suite 2600, Chicago, Illinois 60606 ("CGC").

SIRC and CGC hereby state the following:

1. SIRC, as lessor, and CGC, as lessee, are parties to that certain Railcar Lease Agreement dated as of July 20, 1994, pursuant to which SIRC agreed to lease covered hopper railcars (the "Leased Railcars") to CGC (the "Lease"), including three hundred (300) permanent Leased Railcars (the "Permanent Leased Railcars") which SIRC must use its best efforts to deliver by June 1, 1995. The Leased Railcars shall be delivered to CGC from time to time, and this Memorandum, which supplements that certain Memorandum recorded with the Interstate Commerce Commission on December 22, 1994 and assigned recordation number 19116, may be supplemented to identify the Leased Railcars on or about the time or times of delivery thereof.

2. The term of the Lease with respect to any Permanent Leased Railcar shall commence on the delivery date of such Permanent Leased Railcar and the term with respect to all Permanent Leased Railcars shall expire ten (10) years from the average delivery date of all Permanent Leased Railcars.

3. From time to time, some of the covered hopper railcars listed on Exhibit A may be delivered to CGC and serve as Leased Railcars under the Lease.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

SOUTHERN ILLINOIS RAILCAR COMPANY



By:  (SEAL)
Fred L. Parsons
President

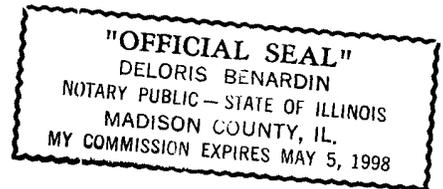
STATE OF ILLINOIS)
) SS:
COUNTY OF Madison)

On this 4th day of August, 1995, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed 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.

AS WITNESS my hand and notarial seal

Deloris Benardin
Notary Public

My commission expires: 5-5-98



STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 22nd day of August, 1995, before me, a Notary Public of the County and State aforesaid, personally appeared Radman Kober, to me personally known, who being by me duly sworn, says that he is the Vice President of Continental Grain Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed 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.

AS WITNESS my hand and notarial seal

Donna S. Sapyta
Notary Public

My commission expires: 2-25-96



Exhibit A

	<u>CAR NUMBER</u>	<u>CU. CAP.</u>
1.	ATSF 313285	4750
2.	ATSF 314509	4600
3.	ATSF 314577	4600
4.	ATSF 314646	4600
5.	ATSF 307130	5250
6.	ATSF 307148	5250
7.	ATSF 307171	5250
8.	ATSF 305104	4650
9.	ATSF 314819	4600
10.	OTDX 496282	4650
11.	OTDX 77837	4650
12.	OTDX 73613	4650