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19116 E

Counterpart - Same title

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 Assignment of Lease 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 Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

LICENSING BRANCH

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RECORDED
OFFICE OF THE
SECRETARY

19116-E

**SUPPLEMENTAL MEMORANDUM OF
ASSIGNMENT OF LEASE**

THIS SUPPLEMENTAL MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of June 20, 1995, is made by and between MARK TWAIN ILLINOIS BANK, an Illinois banking corporation, with an office at One Mark Twain Bank Plaza, Edwardsville, Illinois 62025 ("Bank"), and 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").

Bank and SIRC hereby state the following:

1. SIRC and Bank are parties to that certain Loan Agreement, Chattel Mortgage and Security Agreement dated as of October 31, 1994 (the "October 31 Loan Agreement"), whereby Bank loaned SIRC certain funds to facilitate the purchase of fifteen covered hopper railcars (the "October 31 Cars"); said October 31 Loan Agreement, along with a Borrowing Schedule dated of even date therewith identifying the October 31 Cars, being recorded with the Interstate Commerce Commission on November 1, 1994, and assigned recordation number 19040.

2. SIRC then obtained financing (the "Second Financing") from Bank in addition to that provided under the October 31 Loan Agreement to finance a portion of the acquisition and repair cost of additional covered hopper railcars (the railcars acquired in connection with the Second Financing shall be referred to hereinafter as the "November 15 Cars"). In connection with the foregoing, SIRC and Bank amended and restated the October 31 Loan Agreement in its entirety pursuant to the terms and provisions of that certain First Amended and Restated Loan Agreement, Chattel Mortgage and Security Agreement dated as of November 15, 1994 (the "First Amended Loan Agreement"). SIRC and Bank then executed and caused a Memorandum of First Amended and Restated Loan Agreement, Chattel Mortgage and Security Agreement, which identified the November 15 Cars, to be recorded with the Interstate Commerce Commission on November 21, 1994, and assigned recordation number 19040-A.

3. Bank and SIRC are now parties to that certain Loan Agreement, Chattel Mortgage and Security Agreement dated as of November 30, 1994, as amended pursuant to that certain First Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated as of June 20, 1995 (as amended, the "November 30 Loan Agreement"), whereby Bank has loaned SIRC certain funds to facilitate the purchase of the seventy-nine covered hopper railcars more specifically identified in the Memorandum of Loan

Agreement, Chattel Mortgage and Security Agreement recorded with the Interstate Commerce Commission on December 5, 1994, and assigned recordation number 19081 (the "November 30 Cars"), as well as fifteen additional covered hopper railcars, twelve of which are more specifically identified on Exhibit A attached hereto and incorporated herein by this reference (the "June 20 Cars") (the October 31 Cars, the November 15 Cars, the November 30 Cars and the June 20 Cars shall be referred to herein as the "Railcars").

4. SIRC, as lessor, and Continental Grain Company ("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"), a Memorandum of which was recorded with the Interstate Commerce Commission on December 22, 1994, and assigned recordation number 19116.

5. To secure the payment and performance of any and all of SIRC's obligations to Bank, SIRC assigned to Bank, for collateral security purposes only, and granted to Bank a continuing, first priority security interest in, and chattel mortgage lien on, all of SIRC's right, title and interest in and to, among other things, the Lease, all rental payments, casualty value payments and other sums due and to become due and payable by CGC to SIRC from time to time thereunder. In connection with the foregoing, the parties executed a Memorandum of Assignment of Lease dated as of November 30, 1994, and recorded with the Interstate Commerce Commission on December 22, 1994, and assigned recordation number 19116-A. Bank has subsequently executed one or more releases, which are recorded with the Interstate Commerce Commission, pursuant to which Bank has partially released the foregoing security interest, including that certain Partial Release dated as of April 18, 1995, and recorded with the Interstate Commerce Commission on April 20, 1995, and assigned recordation number 19116-B.

6. From time to time, some or all of the June 20 Cars 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

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