

Southern  
Illinois  
Oilcar Co.

One Mark Twain Plaza, Suite #225  
Edwardsville, IL 62025-1959

(618) 656-2200  
FAX (618) 656-2369

April 5, 1996

19116 - G  
APR 5 - 1996 - 9:15 AM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board/DOT  
12th & Constitution Avenue  
Washington, DC 20423

Dear Mr. Williams,

I have enclosed for filing with the Surface Transportation Board two (2) originals of a Partial Release dated April 5, 1996. The original Memorandum of Lease was recorded under Recordation #19116 on December 22, 1994. Please forward one stamped recorded original to me at the above address for my file. I have enclosed a check in the amount of \$21.00 to cover the filing fee.

Best regards,

Gary J. Goodman  
VP & Controller

Enclosure

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

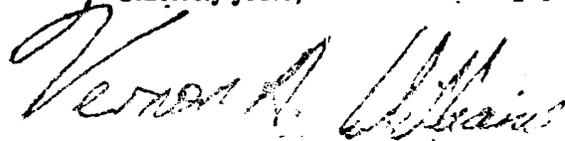
4/8/96

Gary J. Goodman  
VP & Controller  
Southern Illinois Railcar Co.  
One Mark Twain Plaza, Ste.225  
Edwardsville, IL., 62025-1959

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/8/96 at 9:45AM ✓ and assigned recordation number(s). 19040-F, 19081-F, 19081-G, 19116-G and 19805-D.

Sincerely yours,

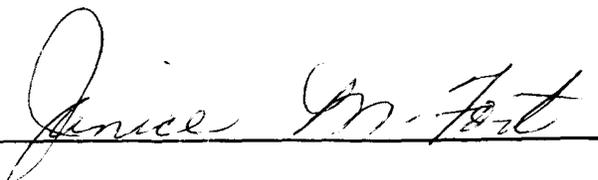


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19116-G

**PARTIAL RELEASE**

APR 3 1996

WHEREAS, Southern Illinois Railcar Company, an Illinois corporation ("Borrower") entered into that certain First Amended and Restated Loan Agreement, Chattel Mortgage and Security Agreement dated as of November 15, 1994 (the "November 15 Loan Agreement") with Mark Twain Illinois Bank, an Illinois banking corporation (the "Bank"), to finance the purchase of certain railcars;

WHEREAS, Borrower entered into a Loan Agreement, Chattel Mortgage and Security Agreement dated as of November 30, 1994 as amended by 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" and, together with the November 15 Loan Agreement, the "Loan Agreements") with the Bank to finance the purchase of certain additional railcars;

WHEREAS, Borrower, as lessor, and Continental Grain Company ("CGC"), as lessee, are parties to that certain Railcar Lease Agreement dated as of July 20, 1994 (the "Lease"), pursuant to which Borrower agreed to lease and sublease covered hopper railcars (the "Railcars") to CGC, a memorandum of which was recorded with the Interstate Commerce Commission on December 22, 1994 and assigned recordation number 19116;

WHEREAS, certain of the Railcars leased to CGC by Borrower under the Lease are owned by Borrower (the "Owned Railcars"), including the Owned Railcars set forth on Exhibit A hereto (the "Exhibit A Railcars"), and the other Railcars leased to CGC by Borrower under the Lease are leased by Borrower;

WHEREAS, to secure payment and performance of any and all of Borrower's obligations to the Bank, Borrower has, pursuant to the Loan Agreements, assigned to the Bank, for collateral security purposes only, and has granted to Bank a continuing, first priority security interest in, and chattel mortgage lien on, all of Borrower'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 Borrower from time to time thereunder;

WHEREAS, Borrower and Bank executed and caused a Memorandum of Assignment of Lease to be recorded with the Interstate Commerce Commission on December 22, 1994, and assigned recordation number 19116-A;

WHEREAS, Borrower and Bank executed and caused a Supplemental Memorandum of Assignment of Lease to be recorded with the Interstate Commerce Commission on August 30, 1995, and assigned recordation number 19116-E;

WHEREAS, the Bank has subsequently executed one or more releases, which were recorded with the Interstate Commerce Commission, pursuant to which the 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, that certain Partial Release dated as of July 7, 1995, and recorded with the Interstate Commerce Commission on July 19, 1995, and



**Exhibit A**

**Exhibit A Railcars**

See attached list.

Exhibit A

SIRX 460245	ATSF 314183
SIRX 460247	ATSF 314685
SIRX 460250	ATSF 314804
SIRX 460251	ATSF 314854
SIRX 460253	ATSF 314945
SIRX 460268	ATSF 314542
SIRX 1116	CUNX 1116
SIRX 1120	CUNX 1120
SIRX 1127	CUNX 1127
SIRX 1117	CUNX 1117
SIRX 1130	CUNX 1130
SIRX 460265	ATSF 314296
SIRX 475042	ATSF 313676