

19470 *B*

FINANCING STATEMENT
AND
NOTICE OF SECURITY INTEREST

Southern Illinois Railcar Co.)
One Mark Twain Plaza) Debtor
Edwardsville, Illinois 62025)

TO

The Bank of Edwardsville,)
An Illinois Banking Corporation) Secured Party
330 West Vandalia)
Edwardsville, Illinois 62025)

Be It Known Hereby That, to secure an obligation entered into on February 28th, 1995, the above-named Debtor pledged to the Secured Party certain collateral as follows:

- A. Seventy-Eight (78) 2900/2929 Cube 100 Ton covered hopper rail cars all as more particularly described upon attachment hereto.
- B. An Assignment of that Lease wherein Debtor is named as the Lessor and Rio Grande Chemical Sales Company of McAllen, Texas, is named as the Lessee, said Lease being dated September 15, 1994, and all renewals thereof, a Memorandum of same being attached hereto;

and, in addition thereto, all accessions, additions, replacements, and substitutions relating to any and all of the foregoing; all records, instruments, documents, and evidences relating thereto;

and all proceeds and revenues related to or generated by the foregoing, including proceeds of insurance, general intangibles, and accounts.

Debtor

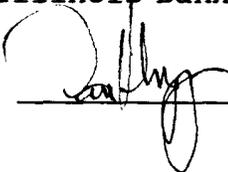
SOUTHERN ILLINOIS RAILCAR CO.

By: 

FRED L. PARSONS

Secured Party

THE BANK OF EDWARDSVILLE,
An Illinois Banking Corporation

By: 

STATE OF ILLINOIS)
)
COUNTY OF MADISON)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that FRED L. PARSONS and EUGENIA M. PARSONS, representing themselves to be the duly-elected and acting President and Secretary respectively of SOUTHERN ILLINOIS RAILCAR CO., and personally known to me to be the same persons whose names appear on the foregoing instrument, appeared before me this date in person and acknowledged that they signed, sealed, and delivered the said instrument as their free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 28th day of February, 1995.

Dawn R Reinhardt
Notary Public

" OFFICIAL SEAL "
DAWN R. REINHARDT
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7/24/96