

**outhern
Illinois
Oilcar Co.**

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

0100702013

Fred L. Parsons
President
(618) 656-2200
FAX (618) 656-2369

July 19, 1995

Interstate Commerce Commission
Attn: Janice Fort
Recordation Unit
12th & Constitution Avenue
Washington, DC 20423

REC-0100702013
RECORDATION NO. **19537** FILED 1425
JUL 20 1995 - 10 15 AM
INTERSTATE COMMERCE COMMISSION

Dear Janice,

Please find enclosed our check in the amount of \$21.00 covering the filing fee for the enclosed Memorandum of Lease. Please retain one (1) original and kindly forward the remaining three (3) recorded, stamped and dated originals to me at the address above for our files. Thank you for your prompt attention regarding this filing. If you have any questions please feel free to call me at (618) 656-2200.

Sincerely,

[Handwritten Signature]

Gary J. Goodman
VP & Controller

Enclosures: 4 - Originals of
- Memorandum of Lease

RECEIVED
OFFICE OF THE
SECRETARY
JUL 20 10 43 AM '95
RECORDING BRANCH



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

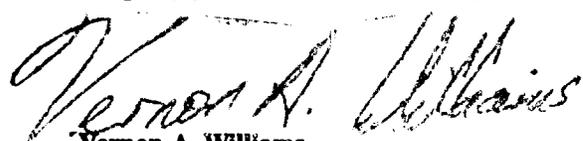
JULY 20, 1995

GARY J. GOODMAN
SOUTHERN ILLINOIS RAILCAR CO
ONE MARK TWAIN PLAZA SUITE 225
EDWARDSVILLE IL 62025-1959

Dear MR. GOODMAN:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/20/95 at 10:45 AM , and assigned recordation number(s). 19537

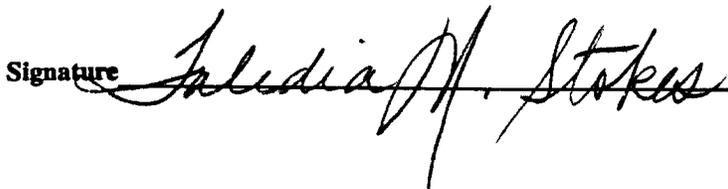
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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



JUL 20 1995 - 10 15 AM

MAINE RECORDATION COMMISSION

MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE, dated as of July 6, 1995, is between Connell Finance Company, Inc., a New Jersey corporation ("Lessor") and Southern Illinois Railcar Co., an Illinois corporation ("Lessee").

1. Lessor hereby leases to Lessee the 100-ton steel 4,000 cubic foot open top gondola cars, with rotary couplers, manufactured by Thrall, more fully described in Schedule A hereto (the "Units"). The term of this lease as to a Unit commences on the date of the certificate of acceptance and lease supplement executed with respect to such Unit by Lessor and Lessee pursuant to the Lease of Railroad Equipment, dated as of July 6, 1995, between Lessor and Lessee (the "Lease"), and terminates on September 1, 2000, unless earlier terminated pursuant to the provisions of the Lease.

2. Lessee shall pay rent for the units as set forth in the Lease.

3. Lessee shall have an option to renew the Lease for one 5-year period as to all, but not less than all, of the Units on the terms set forth in the Lease.

4. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed.

LESSOR:
CONNELL FINANCE COMPANY, INC.

LESSEE:
**SOUTHERN ILLINOIS RAILCAR
CO.**

By: 
Printed Name: R.C. Connolly
Title: EX VICE PRESIDENT
Dated: July 12, 1995

By: 
Printed Name: GARY J. GOODMAN
Title: VICE PRESIDENT
Dated: July 17, 1995

STATE OF NEW JERSEY)
COUNTY OF UNION) ss:

On this 12th day of July 1995, before me personally appeared R.C. Connolly, to me personally known, who being by me duly sworn, says that he is the Ex. Vice President of Connell Finance Company, Inc., that said instrument was signed 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.

NOTARIAL SEAL

Karen Kulinich
Notary Public

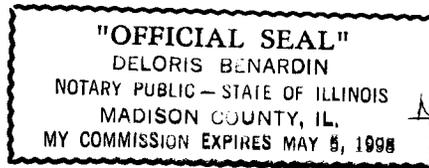
My Commission expires:

KAREN KULINICH
NOTARY PUBLIC OF NEW JERSEY
Registered in Middlesex & Union Counties
My Commission Expires Sept. 30, 1997

STATE OF ILLINOIS)
COUNTY OF Madison) ss:

On this 17th day of July 1995, before me personally appeared Gary J. Gecaman, to me personally known, who being by me duly sworn, says that he is the Vice-President of Southern Illinois Railcar Co., that said instrument was signed 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.

NOTARIAL SEAL



Deloris Benardin
Notary Public

My Commission expires: 5-5-98

SCHEDULE A

PRIOR CAR #	NEW CAR #
DRGW 13000	SIRX 380000
DRGW 13001	SIRX 380001
DRGW 13002	SIRX 380002
DRGW 13004	SIRX 380003
DRGW 13007	SIRX 380004
DRGW 13012	SIRX 380005
DRGW 13014	SIRX 380006
DRGW 13019	SIRX 380007
DRGW 13025	SIRX 380008
DRGW 13028	SIRX 380009
DRGW 13030	SIRX 380010
DRGW 13031	SIRX 380011
DRGW 13032	SIRX 380012
DRGW 13037	SIRX 380013
DRGW 13040	SIRX 380014
DRGW 13044	SIRX 380015
DRGW 13045	SIRX 380016
DRGW 13047	SIRX 380017
DRGW 13049	SIRX 380018
DRGW 13050	SIRX 380019
DRGW 13051	SIRX 380020
DRGW 13053	SIRX 380021
DRGW 13054	SIRX 380022
DRGW 13055	SIRX 380023
DRGW 13057	SIRX 380024
DRGW 13059	SIRX 380025
DRGW 13060	SIRX 380026
DRGW 13064	SIRX 380027
DRGW 13065	SIRX 380028
DRGW 13066	SIRX 380029
DRGW 13068	SIRX 380030
DRGW 13070	SIRX 380031
DRGW 13073	SIRX 380032
DRGW 13074	SIRX 380033
DRGW 13075	SIRX 380034
DRGW 13077	SIRX 380035
DRGW 13078	SIRX 380036
DRGW 13082	SIRX 380037
DRGW 13085	SIRX 380038
DRGW 13088	SIRX 380039
DRGW 13089	SIRX 380040
DRGW 13090	SIRX 380041
DRGW 13093	SIRX 380042
DRGW 13094	SIRX 380043
DRGW 13095	SIRX 380044
DRGW 13096	SIRX 380045
DRGW 13098	SIRX 380046
DRGW 13099	SIRX 380047
DRGW 13100	SIRX 380048
DRGW 13102	SIRX 380049