

SEP 16 '99

4-35 PM

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

10 LIGHT STREET

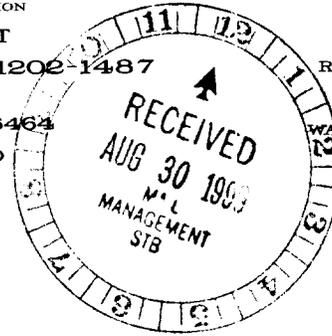
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

CAMBRIDGE, MD  
COLUMBIA, MD  
EASTON, MD  
FREDERICK, MDMcLEAN, VA  
ROCKVILLE, MD  
TOWSON, MD  
WASHINGTON, D.C.JOHN A. STALFORD  
410-385-3424**via FEDERAL EXPRESS**

August 23, 1999

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  
Attention: Mr. Vernon A. Williams, Secretary

Re: Our File No.: 258-1552

Dear Mr. Williams:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are an original and one copy of an:

**Amended Memorandum of Lease Agreement** dated September 8, 1998, by and between FMB Bank, 25 S. Charles Street, Baltimore, Maryland 21201 and Planter's Cotton Oil Mill, Incorporated as a secondary document to Memorandum of Lease Agreement dated September 29, 1995 by and between Southern Illinois Railcar Incorporated and Cargill, Incorporated (November 16, 1995 at 11:00 a.m., under Recordation No. 19711).

Also enclosed is a check to cover the costs of recording the enclosed documents.

Upon recordation, please return the recorded documents to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3424.

Very truly yours,

John A. Stalford

JAS/sl  
Enclosures

SEP 16 '99

4-35 PM

AMENDED MEMORANDUM OF LEASE AGREEMENT

THIS AMENDED MEMORANDUM OF LEASE AGREEMENT is made and is effective as of September 8, 1998 by and between FMB BANK (formerly known as The First National Bank of Maryland), ("Lessor") and PLANTER'S COTTON OIL MILL, INCORPORATED, an Arkansas corporation ("Lessee").

Pursuant to the Lease Agreement dated August 15, 1995, as modified by agreement on October 31, 1995, (the "Lease") between SOUTHERN ILLINOIS RAILCAR COMPANY ("SIRC") and CARGILL, INCORPORATED ("Cargill"), SIRC leased to Cargill the 50 railcars (now 49 after one casualty) (the "Cars") described on Exhibit A attached hereto. A Memorandum of Lease Agreement with respect to the Lease was recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Surface Transportation Board ("STB"), on November 16, 1995 under Recordation Number 19711.

Pursuant to the Assignment of Lessor's Interest in Lease dated as of October 31, 1995, which was recorded with the ICC on November 16, 1995 under Recordation Number 19711-A, and the Assignment of Lessor's Interest in Lease dated November 30, 1995, which was recorded with the ICC on December 1, 1995 under Recordation Number 19711-B, SIRC, inter alia, assigned its rights as lessor under the Lease to Lessor.

Pursuant to the Assignment and Assumption Agreement dated as of September 8, 1998, Cargill has assigned to Lessee, and Lessee has assumed from Cargill, Cargill's rights and obligations under the Lease.

Lessor has consented to such assignment from Cargill to Lessee and such assumption by Lessee.

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

FMB BANK  
Lessor

By: 

Name: Richard M. Folio  
Title: Vice President

PLANTER'S COTTON OIL MILL, INCORPORATED  
Lessee

By: [Signature]  
Name: DANNY W BROWN  
Title: V.P.

STATE OF Arkansas, County OF Jefferson, TO WIT:

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of April, 1999, before me, the undersigned, a Notary Public of the State of Arkansas, personally appeared Danny W Brown, the Vice President of PLANTER'S COTTON OIL MILL, INCORPORATED, an Arkansas corporation, known (or satisfactorily proven) to be the person whose name is subscribed tot he within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said corporation by signing the name of the corporation by himself as \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My Commission Expires: 2-1-03

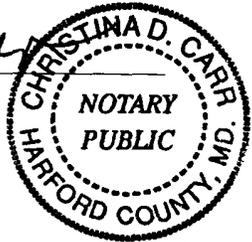
STATE OF Maryland, City of OF Baltimore, TO WIT:

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of August, 1999, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Eslio, the Vice President of FMB BANK known (or satisfactorily proven) to be the person whose name is subscribed tot he within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said Bank by signing the name of the Bank by himself as Vice President.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My Commission Expires: 7/01/2001



My Commission Expires  
07/01/2001

EXHIBIT A  
[DESCRIPTION OF CARS]

EXHIBIT A

DESCRIPTION OF RAILCARS

Fifty (50) 70-Ton, 60' Boxcars

SIRX 100010	SIRX 100035
SIRX 100011	SIRX 100036
SIRX 100012	SIRX 100037
SIRX 100013	SIRX 100038
SIRX 100014	SIRX 100039
SIRX 100015	SIRX 100040
SIRX 100016	SIRX 100041
SIRX 100017	SIRX 100042
SIRX 100018	SIRX 100043
SIRX 100019	SIRX 100044
SIRX 100020	SIRX 100045
SIRX 100021	SIRX 100046
SIRX 100022	SIRX 100047
SIRX 100023	SIRX 100048
SIRX 100024	SIRX 100049
SIRX 100025	SIRX 100050
SIRX 100026	SIRX 100051
SIRX 100027	SIRX 100052
SIRX 100028	SIRX 100053
SIRX 100029	SIRX 100054
SIRX 100030	SIRX 100055
SIRX 100031	SIRX 100056
SIRX 100032	SIRX 100057
SIRX 100033	SIRX 100058
SIRX 100034	SIRX 100059