

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

19805e

MAR 29 9 25 AM '96
UNITED STATES
POSTAL SERVICE

Capital Partners - Mary A Oster

March 29, 1996

Mr. Vernon Williams
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is an Amended and Restated Memorandum of Security Agreement dated 3/26/96 involving Banc One Capital Partners II, Ltd., Southern Illinois Railcar Company, Southern Illinois Railcar Company, L.L.C., and Bank One, Springfield.

This agreement serves as an amendment to the Memorandum of Security Agreement dated 12/1/95, ICC Recordation #19805. Please record this agreement as a secondary document to ICC Recordation #19805. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosure

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

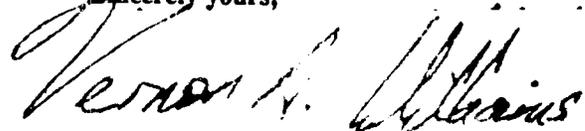
3/29/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

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 3/29/96 at 9:30AM, and assigned recordation number(s). 19805-C.

Sincerely yours,

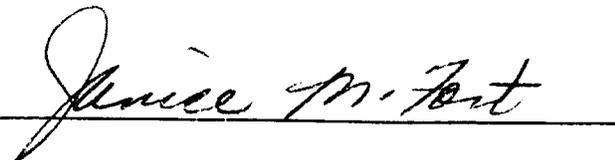


Vernon A. Williams
Secretary

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



19805-C

**AMENDED AND RESTATED
MEMORANDUM OF SECURITY AGREEMENT**

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") dated as of March 26, 1996, is made by and between BANK ONE, SPRINGFIELD, an Illinois banking corporation, with an office at One East Old State Capitol Plaza, Springfield, Illinois 62701 (the "Bank"), BANC ONE CAPITAL PARTNERS II, LTD., an Ohio limited liability company ("BOCP II"), 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 and SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company, with its chief executive office and principal place of business at One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025 (collectively, the "Borrowers").

Borrowers and Bank hereby state the following:

1. Borrowers and Bank are parties to that certain Loan Agreement dated as of December 1, 1995 (the "Loan Agreement"), whereby Bank has agreed to loan Borrowers certain funds to facilitate the purchase of the covered hopper and other types of railcars set forth on Exhibit A hereto (the "Exhibit A Railcars").

2. Borrowers and BOCP II are parties to that certain Senior Subordinated Note Purchase Agreement dated as of December 1, 1995 whereby BOCP II has agreed to loan Borrowers certain funds to facilitate the purchase of the Exhibit A Railcars.

3. To secure the payment and performance of any and all of Borrowers' obligations to Bank and BOCP II, Borrowers have, pursuant to that certain Security Agreement - Railcars dated as of December 1, 1995 (capitalized terms used herein and not otherwise defined shall have the meaning given them in the Security Agreement - Railcars), granted to Bank, as agent for Bank and BOCP II, a continuing, first priority security interest in, and lien on, all of the Borrowers' right, title and interest in and to certain collateral including, without limitation, the Exhibit A Railcars and the covered hopper and other types of railcars set forth on Exhibit B hereto (together with the Exhibit A Railcars, the "Railcars") (the "Collateral"), to have and to hold all and every part of the Collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever; such Collateral includes but is not limited to:

(a) the Railcars;

(b) all improvements, additions, modifications, accessions, equipment, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired, and all substitutions and replacements of the Railcars described above;

(c) all proceeds, casualty value payments or proceeds, settlement payments and requisition compensation from the sale, loss or other disposition of the Railcars;

(d) all rights, claims and causes of action, if any, that the Borrowers may have now or in the future against any seller of the Railcars under the applicable Purchase Agreement or any manufacturer or re-builder of the Railcars (or any component thereof) or any other party, by Contract or otherwise, in respect of any defect in the Railcars or any part thereof;

- (e) all damages from time to time payable to or receivable by Borrower in respect of the Railcars;
- (f) all products or proceeds (cash and non-cash) of any of the foregoing; and
- (g) all books and records relating to any of the foregoing.

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

WITNESS:

SOUTHERN ILLINOIS RAILCAR COMPANY

Michelle Hudnut

By: Fred L. Parsons
Fred L. Parsons, President

WITNESS:

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.

Michelle Hudnut

By: Fred L. Parsons
Fred L. Parsons, Member

By: Eugenia M. Parsons
Eugenia M. Parsons, Member

By: Gary J. Goodman
Gary J. Goodman, Member

WITNESS:

BANK ONE, SPRINGFIELD

David Cantor

By: R. Todd Hovermale
R. Todd Hovermale, Vice President

STATE OF Illinois)
) SS:
COUNTY OF Madison)

On this 26th day of March, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, an Illinois corporation, 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.

AS WITNESS my hand and notarial seal

Janice A. Tweedy
Notary Public



STATE OF Illinois)
) SS:
COUNTY OF Madison)

On this 26th day of March, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal

Janice A. Tweedy
Notary Public



STATE OF Illinois)
) SS:
COUNTY OF Madison)

On this 26th day of March, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Eugenia M. Parsons, to me personally known, who being by me duly sworn, says that she is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal

Janice A. Tweedy
Notary Public



STATE OF Illinois)
) SS:
COUNTY OF Madison)

On this 26th day of March, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Gary J. Goodman, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal

Janice A. Tweedy
Notary Public



STATE OF Illinois)
) SS:
COUNTY OF Springfield

On this 27th day of March, 1996, before me a Notary Public of the County and State aforesaid, personally appeared R. Todd Hovermale, to me personally known, who being by me duly sworn, says that he is Vice President of Bank One, Springfield, an Illinois banking corporation, 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.

AS WITNESS my hand and notarial seal

Tammi S Barnes
Notary Public

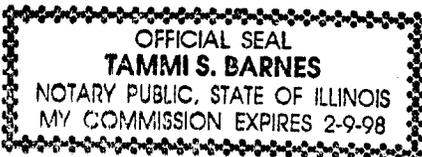


EXHIBIT A

RAILCARS

See the lists of railcars attached hereto.

EXHIBIT A

Released

Eleven (11) 3,500-cubic foot, 100-ton capacity covered hopper railroad cars bearing reporting marks and numbers:

<u>New</u> <u>Car Number</u>	<u>Former</u> <u>Car Number</u>
SIRX000102 ✓	NTSX 102
SIRX000106 ✓	NTSX 106
SIRX000107 ✓	NTSX 107
SIRX000108 ✓	NTSX 108
SIRX000110 ✓	NTSX 110
SIRX000111 ✓	NTSX 111
SIRX001031 ✓	NTSX 103
SIRX001041 ✓	NTSX 104
SIRX001051 ✓	NTSX 105
SIRX001091 ✓	NTSX 109
SIRX001101 ✓	NTSX 101

EXHIBIT A (continued)

Released

Thirty (30) 4,750 cubic foot capacity covered hopper railroad cars bearing reporting marks and numbers:

CAGY 010847 ✓	TILX 000413 ✓	TILX 000436 ✓	TILX 001893 ✓
SIRX 000400 ✓	TILX 000416 ✓	TILX 000438 ✓	TILX 001956 ✓
SIRX 000412 ✓	TILX 000417 ✓	TILX 000440 ✓	TILX 511477 ✓
SIRX 000444 ✓	TILX 000419 ✓	TILX 000443 ✓	TIMX 010848 ✓
SIRX 000446 ✓	TILX 000421 ✓	TILX 000448 ✓	TIMX 010849 ✓
TILX 000401 ✓	TILX 000422 ✓	TILX 000449 ✓	TIMX 010912 ✓
TILX 000405 ✓	TILX 000424 ✓	TILX 001848 ✓	
TILX 000409 ✓	TILX 000425 ✓	TILX 001876 ✓	

EXHIBIT A (continued)

*All released
not 442790*

Thirty-nine (39) 4,460 cubic foot capacity and eighteen (18) 4,427 cubic foot capacity covered hopper railroad cars bearing reporting marks and numbers:

<u>Prior Car #</u>	<u>New Car #</u>	<u>Prior Car #</u>	<u>New Car #</u>
BM 3401	SIRX 442770 ✓	BM 3437	SIRX 442799 ✓
BM 3403	SIRX 442771 ✓	BM 3438	SIRX 442800 ✓
BM 3404	SIRX 442772 ✓	BM 3439	SIRX 442801 ✓
BM 3405	SIRX 442773 ✓	BM 3440	SIRX 442802 ✓
BM 3406	SIRX 442774 ✓	BM 3443	SIRX 442803 ✓
BM 3407	SIRX 442775 ✓	BM 3444	SIRX 442804 ✓
BM 3408	SIRX 442776 ✓	BM 3445	SIRX 442805 ✓
BM 3409	SIRX 442777 ✓	BM 3446	SIRX 442806 ✓
BM 3411	SIRX 442778 ✓	BM 3447	SIRX 442807 ✓
BM 3412	SIRX 442779 ✓	BM 3449	SIRX 442808 ✓
BM 3413	SIRX 442780 ✓	BM 5701	SIRX 442809 ✓
BM 3414	SIRX 442781 ✓	BM 5702	SIRX 442810 ✓
BM 3415	SIRX 442782 ✓	BM 5703	SIRX 442811 ✓
BM 3416	SIRX 442783 ✓	BM 5704	SIRX 442812 ✓
BM 3419	SIRX 442784 ✓	BM 5705	SIRX 442813 ✓
BM 3420	SIRX 442785 ✓	BM 5706	SIRX 442814 ✓
BM 3421	SIRX 442786 ✓	BM 5707	SIRX 442815 ✓
BM 3422	SIRX 442787 ✓	BM 5708	SIRX 442816 ✓
BM 3424	SIRX 442788 ✓	BM 5709	SIRX 442817 ✓
BM 3426	SIRX 442789 ✓	BM 5710	SIRX 442818 ✓
BM 3427	<u>SIRX 442790 ✓</u>	BM 5711	SIRX 442819 ✓
BM 3428	SIRX 442791 ✓	BM 5712	SIRX 442820 ✓
BM 3430	SIRX 442792 ✓	BM 5714	SIRX 442821 ✓
BM 3431	SIRX 442793 ✓	BM 5715	SIRX 442822 ✓
BM 3432	SIRX 442794 ✓	BM 5716	SIRX 442823 ✓
BM 3433	SIRX 442795 ✓	BM 5717	SIRX 442824 ✓
BM 3434	SIRX 442796 ✓	BM 5718	SIRX 442825 ✓
BM 3435	SIRX 442797 ✓	BM 5719	SIRX 442826 ✓
BM 3436	SIRX 442798 ✓		

Released

EXHIBIT A (continued)

Thirty-four (34) used 5,200 cu. ft. covered hopper cars bearing the following identifying initials and unit numbers:

NW 172000 ✓	NW 172311 ✓	NW 172557 ✓	NW 172775 ✓
NW 172039 ✓	NW 172394 ✓	NW 172630 ✓	NW 172788 ✓
NW 172046 ✓	NW 172396 ✓	NW 172703 ✓	NW 172689 ✓
NW 172061 ✓	NW 172445 ✓	NW 172721 ✓	NW 172770 ✓
NW 172086 ✓	NW 172482 ✓	NW 172723 ✓	NW 172774 ✓
NW 172116 ✓	NW 172488 ✓	NW 172742 ✓	NW 172786 ✓
NW 172189 ✓	NW 172513 ✓	NW 172750 ✓	NW 172797 ✓
NW 172205 ✓	NW 172524 ✓	NW 172752 ✓	
NW 172295 ✓	NW 172549 ✓	NW 172756 ✓	

EXHIBIT A (continued)

Released

Fifteen (15) used 5,200 cu. ft. covered hopper cars bearing the following identifying initials and unit numbers:

NW 71733 ✓	NW 172824 ✓	NW 172904 ✓	NW 172945 ✓
NW 172984 ✓	NW 172848 ✓	NW 172913 ✓	NW 172951 ✓
NW 172814 ✓	NW 172871 ✓	NW 172915 ✓	NW 172969 ✓
NW 172818 ✓	NW 172892 ✓	NW 172921 ✓	

EXHIBIT A (continued)

Eleven (11) used 5,250 cu. ft. covered hopper cars bearing the following identifying initials and unit numbers:

NW 171531	NW 171573	NW 171625	NW 171663
NW 171552	NW 171578	NW 171630	NW 171678
NW 171560	NW 171611	NW 171652 ✓	

EXHIBIT A (continued)

released

Fifty (50) used 5,200-cube, 100-ton trough hatch covered hopper railcars bearing the following identifying initials and unit numbers:

SIRX 520048 ✓	SIRX 520061 ✓	SIRX 520074 ✓	SIRX 520087 ✓
SIRX 520049 ✓	SIRX 520062 ✓	SIRX 520075 ✓	SIRX 520088 ✓
SIRX 520050 ✓	SIRX 520063 ✓	SIRX 520076 ✓	SIRX 520089 ✓
SIRX 520051 ✓	SIRX 520064 ✓	SIRX 520077 ✓	SIRX 520090 ✓
SIRX 520052 ✓	SIRX 520065 ✓	SIRX 520078 ✓	SIRX 520091 ✓
SIRX 520053 ✓	SIRX 520066 ✓	SIRX 520079 ✓	SIRX 520092 ✓
SIRX 520054 ✓	SIRX 520067 ✓	SIRX 520080 ✓	SIRX 520093 ✓
SIRX 520055 ✓	SIRX 520068 ✓	SIRX 520081 ✓	SIRX 520094 ✓
SIRX 520056 ✓	SIRX 520069 ✓	SIRX 520082 ✓	SIRX 520095 ✓
SIRX 520057 ✓	SIRX 520070 ✓	SIRX 520083 ✓	SIRX 520096 ✓
SIRX 520058 ✓	SIRX 520071 ✓	SIRX 520084 ✓	SIRX 520097 ✓
SIRX 520059 ✓	SIRX 520072 ✓	SIRX 520085 ✓	
SIRX 520060 ✓	SIRX 520073 ✓	SIRX 520086 ✓	

EXHIBIT A (continued)

released

Fifty-six (56) used covered hopper railcars bearing the following identifying initials and unit numbers:

SIRX 48 ✓	SIRX 136 ✓	SIRX 188 ✓	SIRX 218 ✓
SIRX 61 ✓	SIRX 143 ✓	SIRX 191 ✓	SIRX 222 ✓
SIRX 73 ✓	SIRX 146 ✓	SIRX 192 ✓	SIRX 224 ✓
SIRX 93 ✓	SIRX 171 ✓	SIRX 194 ✓	SIRX 226 ✓
SIRX 94 ✓	SIRX 172 ✓	SIRX 202 ✓	SIRX 227 ✓
SIRX 97 ✓	SIRX 176 ✓	SIRX 204 ✓	SIRX 228 ✓
SIRX 98 ✓	SIRX 178 ✓	SIRX 206 ✓	SIRX 229 ✓
SIRX 99 ✓	SIRX 179 ✓	SIRX 208 ✓	SIRX 231 ✓
SIRX 103 ✓	SIRX 180 ✓	SIRX 211 ✓	SIRX 233 ✓
SIRX 112 ✓	SIRX 181 ✓	SIRX 212 ✓	SIRX 234 ✓
SIRX 115 ✓	SIRX 182 ✓	SIRX 213 ✓	SIRX 237 ✓
SIRX 119 ✓	SIRX 184 ✓	SIRX 214 ✓	SIRX 240 ✓
SIRX 132 ✓	SIRX 186 ✓	SIRX 215 ✓	SIRX 1102 ✓
SIRX 135 ✓	SIRX 187 ✓	SIRX 217 ✓	SIRX 1108 ✓

EXHIBIT A (continued)

All released
but 470032

DESCRIPTION OF EQUIPMENT

Sixty-four (64) 100-ton railcars currently bearing reporting marks as follows:

SIRX 470017 ✓	SIRX 470036 ✓	SIRX 470054 ✓	SIRX 470073 ✓
SIRX 470018 ✓	SIRX 470037 ✓	SIRX 470055 ✓	SIRX 470074 ✓
SIRX 470019 ✓	SIRX 470038 ✓	SIRX 470056 ✓	SIRX 470075 ✓
SIRX 470021 ✓	SIRX 470040 ✓	SIRX 470057 ✓	SIRX 470076 ✓
SIRX 470022 ✓	SIRX 470041 ✓	SIRX 470059 ✓	SIRX 470077 ✓
SIRX 470024 ✓	SIRX 470042 ✓	SIRX 470060 ✓	SIRX 470078 ✓
SIRX 470025 ✓	SIRX 470043 ✓	SIRX 470061 ✓	SIRX 470079 ✓
SIRX 470026 ✓	SIRX 470044 ✓	SIRX 470062 ✓	SIRX 470081 ✓
SIRX 470027 ✓	SIRX 470045 ✓	SIRX 470063 ✓	SIRX 470082 ✓
SIRX 470028 ✓	SIRX 470047 ✓	SIRX 470064 ✓	SIRX 470083 ✓
SIRX 470029 ✓	SIRX 470048 ✓	SIRX 470066 ✓	SIRX 470084 ✓
SIRX 470030 ✓	SIRX 470049 ✓	SIRX 470067 ✓	SIRX 470085 ✓
SIRX 470031 ✓	SIRX 470050 ✓	SIRX 470068 ✓	SIRX 470087 ✓
SIRX 470032 ✓	SIRX 470051 ✓	SIRX 470069 ✓	SIRX 470088 ✓
SIRX 470033 ✓	SIRX 470052 ✓	SIRX 470071 ✓	SIRX 470089 ✓
SIRX 470035 ✓	SIRX 470053 ✓	SIRX 470072 ✓	SIRX 470090 ✓

Seven (7) 100-ton railcars currently bearing reporting marks as follows:

SIRX 470020 ✓	SIRX 470034 ✓	SIRX 470046 ✓	SIRX 470065 ✓
SIRX 470023 ✓	SIRX 470039 ✓	SIRX 470058 ✓	

EXHIBIT A (continued)

Description of the Units:

One hundred sixty-seven (167) 4,000 cu. ft., 100-ton capacity, trough hatch covered hopper railcars manufactured by Magor Car Corporation in 1966 and 1967.

Units' Reporting Mark: SOU

Unit Numbers:

96009	96010	96049	96052	96056	96058	96078	96094	96095	96104
96105	96115	96116	96125	96136	96144	96164	96200	96220	96223
96230	96241	96246	96247	96263	96279	96299	96307	96322	96338
96340	96357	96360	96368	96385	96399	96402	96409	96412	96415
96430	96439	96445	96449	96454	96455	96460	96467	96477	96482
96499	96525	96549	96552	96555	96600	96607	96609	96614	96621
96623	96635	96656	96657	96689	96691	96694	96715	96717	96719
96721	96725	96727	96756	96761	96763	96785	96794	96811	96812
96813	96821	96823	96833	96835	96843	96848	96869	96886	96895
96907	96908	96911	96913	96918	96923	96931	96954	96959	96964
96975	96990	97003	97006	97017	97024	97025	97026	97032	97042
97043	97049	97050	97062	97068	97070	97081	97102	97104	97117
97121	97125	97146	97152	97155	97157	97163	97169	97171	97175
97178	97179	97180	97186	97188	97200	97225	97244	97254	97261
97265	97271	97272	97276	97280	97282	97290	97319	97321	97330
97394	97443	97447	97450	97468	97475	97497	97511	97513	97524
97536	97589	97591	97666	97677	97688	97697			

EXHIBIT A (continued)

**5250 C.F. ROUND HATCH OFFSET COVERED HOPPER CARS -
SERIES NW 171500 - 171699**

Billing instructions on 88 cars to:

Freight Car Servers

Danville, IL

NS-Danville, CSX Delivery

NW 171500	NW 171528	NW 171567	NW 171600
NW 171501	NW 171529	NW 171568	NW 171603
NW 171502	NW 171530	NW 171569	NW 171606
NW 171503	NW 171532	NW 171570	NW 171607
NW 171504	NW 171533	NW 171572	NW 171609
NW 171505	NW 171534	NW 171574	NW 171610
NW 171507	NW 171536	NW 171575	NW 171615
NW 171508	NW 171537	NW 171577	NW 171616
NW 171509	NW 171538	NW 171579	NW 171618
NW 171510	NW 171539	NW 171581	NW 171619
NW 171511	NW 171540	NW 171582	NW 171620
NW 171512	NW 171541	NW 171584	NW 171621
NW 171513	NW 171547	NW 171585	NW 171622
NW 171515	NW 171549	NW 171586	NW 171623
NW 171516	NW 171550	NW 171587	NW 171624
NW 171518	NW 171551	NW 171590	NW 171626
NW 171519	NW 171553	NW 171591	NW 171627
NW 171520	NW 171555	NW 171593	NW 171628
NW 171521	NW 171556	NW 171594	NW 171629
NW 171522	NW 171562	NW 171595	NW 171634
NW 171524	NW 171563	NW 171596	NW 171635
NW 171527	NW 171565	NW 171599	NW 171636

EXHIBIT A (continued)

**5250 C.F. ROUND HATCH OFFSET COVERED HOPPER CARS -
SERIES NW 171500 - 171699**

Billing instructions on 39 cars to:

Metro East Ind.

Alorton, IL

MS-East St. Louis, ALS Delivery

NW 171638	NW 171654	NW 171670	NW 171685
NW 171639	NW 171655	NW 171671	NW 171686
NW 171641	NW 171658	NW 171672	NW 171687
NW 171642	NW 171659	NW 171673	NW 171689
NW 171643	NW 171660	NW 171674	NW 171691
NW 171646	NW 171662	NW 171677	NW 171693
NW 171647	NW 171665	NW 171679	NW 171694
NW 171648	NW 171666	NW 171681	NW 171695
NW 171651	NW 171667	NW 171682	NW 171697
NW 171653	NW 171668	NW 171684	

EXHIBIT A (continued)

5200 C.F. ROUND HATCH OFFSET COVERED HOPPER CARS -
SERIES NW 71700 - 71750

Billing instructions on 41 cars to:
The Andersons/Hugo Yard
Fort Wayne, IN
NS-Delivery

NW 71700	NW 71722	NW 71737	NW 172979
NW 71701	NW 71723	NW 71738	NW 172981
NW 71706	NW 71724	NW 71743	NW 172986
NW 71708	NW 71725	NW 71744	NW 172987
NW 71709	NW 71726	NW 71745	NW 172993
NW 71712	NW 71727	NW 71746	NW 172996
NW 71714	NW 71729	NW 71747	NW 172998
NW 71715	NW 71730	NW 71748	NW 172999
NW 71717	NW 71732	NW 71749	
NW 71719	NW 71735	NW 172976	
NW 71720	NW 71736	NW 172977	

EXHIBIT A (continued)

**5200 C.F. TROUGH HATCH COVERED HOPPER CARS -
SERIES NW 172000 - 172799**

Billing instructions on 15 cars to:

Bunge

Decatur, AL

NS-Decatur, CSX Delivery

NW 172231	NW 172771	NW 172790	NW 172795
NW 172372	NW 172772	NW 172791	NW 172796
NW 172451	NW 172779	NW 172793	NW 172799
NW 172769	NW 172787	NW 172794	

EXHIBIT A (continued)

**5200 C.F. ROUND HATCH OFFSET COVERED HOPPER CARS -
SERIES NW 172000 - 172999**

Billing instructions on 65 cars to:

The Andersons
Maumee, OH
NS-Delivery

NW 172785	NW 172840	NW 172877	NW 172929
NW 172806	NW 172843	NW 172885	NW 172930
NW 172808	NW 172844	NW 172886	NW 172939
NW 172810	NW 172845	NW 172887	NW 172942
NW 172815	NW 172849	NW 172888	NW 172949
NW 172816	NW 172850	NW 172895	NW 172955
NW 172819	NW 172853	NW 172897	NW 172958
NW 172820	NW 172858	NW 172899	NW 172962
NW 172821	NW 172859	NW 172902	NW 172965
NW 172822	NW 172860	NW 172907	NW 172966
NW 172825	NW 172861	NW 172909	NW 172967
NW 172827	NW 172866	NW 172910	NW 172971
NW 172831	NW 172868	NW 172912	NW 172972
NW 172833	NW 172869	NW 172916	NW 172974
NW 172834	NW 172870	NW 172922	
NW 172836	NW 172873	NW 172924	
NW 172837	NW 172876	NW 172926	

EXHIBIT B

RAILCARS

See the list of railcars attached hereto.

EXHIBIT B**RAILCARS**

	<u>Car Number</u>	<u>Original Car Number</u>	<u>Cubic Capacity</u>	<u>Built Date</u>
1.	MCPX004048		4000	11/62
2.	SIRX004000	MCPX004000	4000	11/62
3.	SIRX004001 ✓	MCPX	4000	11/62
4.	SIRX004014 ✓	MCPX	4000	11/62
5.	SIRX004022	MCPX	4000	11/62
6.	SIRX004030	MCPX	4000	11/62
7.	SIRX004032	MCPX	4000	11/62
8.	SIRX004036	MCPX	4000	11/62
9.	SIRX004038	MCPX	4000	11/62
10.	SIRX004039	MCPX	4000	11/62
11.	SIRX004042	MCPX	4000	11/62
12.	SIRX004046	MCPX	4000	11/62
13.	SIRX004050	MCPX	4000	11/62
14.	SIRX004062	MCPX	4000	01/64
15.	SIRX004069	MCPX	4000	01/64
16.	SIRX005008	LUCX005008	4600	06/78
17.	SIRX005014	LUCX005014	4600	06/78
18.	SIRX005015	LUCX005015	4600	06/78
19.	SIRX005016	LUCX005016	4600	06/78
20.	SIRX005026	LUCX005026	4600	06/78
21.	SIRX005040	LUCX005040	4600	06/78
22.	SIRX006050	RCMX006050	4600	06/78
23.	SIRX006057	RCMX006057	4600	06/78
24.	SIRX006059	RCMX006059	4600	06/78
25.	SIRX006060	RCMX006060	4600	06/78
26.	SIRX009323	RUSX009323	2600	07/68
27.	SIRX165006	ATSF165006	7526	05/75
28.	SIRX290014	ATSF301410	2900	08/62
29.	SIRX290015	ATSF301483	2900	09/62
30.	WE 005019	LUCX005019	4600	06/78
31.	WE 006055	RCMX006055	4600	06/78
32.	WE 006056	RCMX006056	4600	06/78
33.	WE 006058	RCMX006058	4600	06/78
34.	WE 050221	LUCX005022	4600	06/78