

J. Donnell

LINDELL TRUST COMPANY

The Bank of Personal Service

Member FDIC

6900 CLAYTON AVENUE
314 / 645-7700

2745 NO. GRAND BLVD.
314 / 652-6600

Reply to:
P.O. BOX 211
ST. LOUIS, MO
63166-0211

REGISTRATION NO. **17555** FILED 1425

August 28, 1991

1-277A037 OCT 4 1991 -2 50 PM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, DC 20422

REGISTRATION NO. **17555** FILED 1425

Attn: Mildred Lee

OCT 4 1991 -2 50 PM

Re: Southern Illinois Railcar Company

INTERSTATE COMMERCE COMMISSION

Gentlemen:

We have enclosed two certified copies of Sales Order and Bill of Sale for the purchase of 11 railcars. Also enclosed are two copies of our Security Agreement, notarized as specified. The names and addresses of the parties involved are as follows:

Seller: Soo Line Railroad Company
P. O. Box 530
Minneapolis, Minn. 55440
Attn: D. C. (Buzz) Anderson

Seller: CSX Transportation Inc.
Purchases and Materials
P.O. Box 45054
Jacksonville, FL 32232-5054
Attn: P. C. McNulty

Buyer: Southern Illinois Railcar Co.
120 W. Market
P. O. Box 288
Troy, IL 62294

Lender: Lindell Bank & Trust Company
P. O. Box 211
St. Louis, Mo 63166
Attn: James A. O'Donnell
Executive Vice President

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Interstate Commerce Commission
August 28, 1991
Page 2

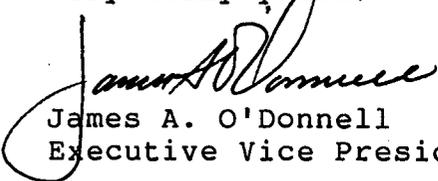
The following is a description of our security for a loan in the amount of \$60,000.00:

Eleven Railcars: 2600 Cubic Feet Airslide covered Hopper Railcars SIRX Numbered: 99869 dtd. 1957, 99907 dtd. 1954, 69246 dtd. 1958, 69250 dtd. 1963, 69251 dtd. 1963, 69264 dtd. 1963, 99884 dtd. 1957, 99972 dtd. 1957, 830148 dtd. 1964, 2364 dtd. 1963, 2585 dtd.1964.

Finally, enclosed is our check in the amount of \$15.00 to cover the cost of recording. Please acknowledge receipt of these documents, by signing the enclosed copy of this letter and returning it to me in the envelope provided, along with our recording information for this filing.

Thank you for your assistance with this matter.

Very truly yours,


James A. O'Donnell
Executive Vice President

JAO'D/bb
Enclosures

I hereby acknowledge receipt
of this letter and its contents.

By: _____

Date: _____

LINDELL TRUST COMPANY

The Bank of Personal Service

Member FDIC

6900 CLAYTON AVENUE
314 / 645-7700

2745 NO. GRAND BLVD.
314 / 652-6600

Reply to:
P.O. BOX 211
ST. LOUIS, MO
63166-0211

September 30, 1991

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington DC 20422

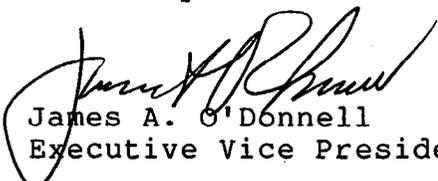
Attn: Mildred Lee

Re: southern Illinois Railcar company

Dear Ms. Lee:

Enclosed is our check in the amount of \$30.00 to cover the cost of recording.

Sincerely,



James A. O'Donnell
Executive Vice President

JAO'D/bb
Enclosures

17555/A

SECURITY AGREEMENT

OCT 4 1991 -2 50 PM

DATE August 28, 19 91

INTERSTATE COMMERCE COMMISSION

DEBTOR	Southern Illinois Railcar Company	SECURED PARTY	Lindell Bank & Trust Company
BUSINESS OR RESIDENCE ADDRESS	120 W. Market P. O. Box 288	ADDRESS	6900 Clayton Avenue
CITY, STATE & ZIP CODE	Troy, IL 62294	CITY, STATE & ZIP CODE	St. Louis, MO 63139

1. Security Interest and Collateral. To secure the payment and performance of each and every debt, liability and obligation of every type and description which Debtor may now or at any time hereafter owe to Secured Party (whether such debt, liability or obligation now exists or is hereafter created or incurred, and whether it is or may be direct or indirect, due or to become due, absolute or contingent, primary or secondary, liquidated or unliquidated, or joint, several or joint and several; all such debts, liabilities and obligations being herein collectively referred to as the "Obligations"), Debtor hereby grants Secured Party a security interest (herein called the "Security Interest") in the following property (herein called the "Collateral") (check applicable boxes and complete information):

- (a) INVENTORY:
 - All inventory of Debtor, whether now owned or hereafter acquired and wherever located;
- (b) EQUIPMENT, FARM PRODUCTS AND CONSUMER GOODS:
 - All equipment of Debtor, whether now owned or hereafter acquired, including but not limited to all present and future machinery, vehicles, furniture, fixtures, manufacturing equipment, farm machinery and equipment, shop equipment, office and recordkeeping equipment, parts and tools, and the goods described in any equipment schedule or list herewith or hereafter furnished to Secured Party by Debtor (but no such schedule or list need be furnished in order for the security interest granted herein to be valid as to all of Debtor's equipment).
 - All farm products of Debtor, whether now owned or hereafter acquired, including but not limited to (i) all poultry and livestock and their young, products thereof and produce thereof, (ii) all crops, whether annual or perennial, and the products thereof, and (iii) all feed, seed, fertilizer, medicines and other supplies used or produced by Debtor in farming operations. The real estate concerned with the above described crops growing or to be grown is:

and the name of the record owner is: _____

- The following goods or types of goods: _____

- (c) ACCOUNTS AND OTHER RIGHTS TO PAYMENT:
 - Each and every right of Debtor to the payment of money, whether such right to payment now exists or hereafter arises, whether such right to payment arises out of a sale, lease or other disposition of goods or other property by Debtor, out of a rendering of services by Debtor, out of a loan by Debtor, out of the overpayment of taxes or other liabilities of Debtor, or otherwise arises under any contract or agreement, whether such right to payment is or is not already earned by performance, and howsoever such right to payment may be evidenced, together with all other rights and interests (including all liens and security interests) which Debtor may at any time have by law or agreement against any account debtor or other obligor obligated to make any such payment or against any of the property of such account debtor or other obligor, all including but not limited to all present and future debt instruments, chattel papers, accounts, loans and obligations receivable and tax refunds.
- XX Railcars - SIRX 99869, SIRX 99907, SIRX 69246, SIRX 69250, SIRX 69251, SIRX 69264, SIRX 99884, SIRX 99972, SIRX 830148, SIRX 2364, SIRX 2585.

- (d) GENERAL INTANGIBLES:
 - All general intangibles of Debtor, whether now owned or hereafter acquired, including, but not limited to, applications for patents, patents, copyrights, trademarks, trade secrets, good will, tradenames, customers lists, permits and franchises, and the right to use Debtor's name.
- together with all substitutions and replacements for and products of any of the foregoing property not constituting consumer goods and together with proceeds of any and all of the foregoing property and, in the case of all tangible Collateral, together with all accessions and, except in the case of consumer goods, together with (i) all accessories, attachments, parts, equipment and repairs now or hereafter attached or affixed to or used in connection with any such goods, and (ii) all warehouse receipts, bills of lading and other documents of title now or hereafter covering such goods.

2. Representations, Warranties and Agreements. Debtor represents, warrants and agrees that:

- (a) Debtor is an individual, a partnership, a corporation and, if Debtor is an individual, the Debtor's residence is at the address of Debtor shown at the beginning of this Agreement.
- (b) The Collateral will be used primarily for personal, family or household purposes; farming operations; business purposes.
- (c) If any part or all of the tangible Collateral will become so related to particular real estate as to become a fixture, the real estate concerned is: _____

and the name of the record owner is: _____

- (d) Debtor's chief executive office is located at _____ or, if left blank, at the address of Debtor shown at the beginning of this Agreement.

THIS AGREEMENT CONTAINS ADDITIONAL PROVISIONS SET FORTH ON THE REVERSE SIDE HEREOF, ALL OF WHICH ARE MADE A PART HEREOF.

Lindell Bank & Trust Company
 Secured Party's Name
 By: James A. O'Donnell
 Title: Executive Vice President

Southern Illinois Railcar Company
 Debtor's Name
 By: [Signature]
 Title: President

Margaret S. Brielmaier
 Notary

By: _____
 Title: MARGARET S. BRIELMAIER
 NOTARY PUBLIC, STATE OF MISSOURI
 MY COMMISSION EXPIRES 5/16/95
 ST. LOUIS COUNTY