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RECORDATION NO. 20409-A
Filed 1475
JAN 26 1997 9:50 AM

January 6, 1997

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

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment of Lease dated 9/24/96 between the following parties:

Assignor: Southern Illinois Railcar Company, L.L.C.
One Mark Twain Plaza
Edwardsville, IL 62025

Asignee: Bank One, Springfield
One East Old State Capitol Plaza
Springfield, IL 62701

The equipment involved in this transaction is listed on Exhibit A to the agreement.

Please record this agreement as a secondary document to STB Recordation #20409. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

C. Bunting - Mary A Oster

A

RECORDED WITH FILE # 20409-A
JAN 10 1997

**MEMORANDUM OF
ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") dated as of September 24, 1996, and made by and between BANK ONE, SPRINGFIELD, an Illinois banking corporation, with an office at One East Old State Capitol Plaza, Springfield, Illinois 62701 ("Bank"), 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 Bank Plaza, Suite 225, Edwardsville, Illinois 62025 ("LLC").

Bank and LLC hereby state the following:

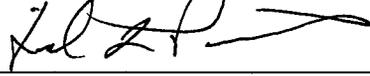
- 1 LLC, Southern Illinois Railcar Company, an Illinois corporation ("SIRC") and Bank are parties to that certain Loan Agreement dated as of December 1, 1995 (the "Loan Agreement"), whereby Bank loaned LLC and SIRC certain funds to facilitate the purchase and repair of covered hopper and other types of railcars
2. LLC, SIRC and Banc One Capital Partners II, Ltd , an Ohio limited liability company ("BOCP II") are parties to that certain Senior Subordinated Note Purchase Agreement dated as of December 1, 1995 whereby BOCP II loaned LLC and SIRC certain funds to facilitate the purchase and repair of covered hopper and other types of railcars.
- 3 LLC, as lessor, and Prestage Farms, Inc. and Carroll's Foods, Inc ("Prestage/Carroll"), as lessee, are parties to that certain Railcar Lease Agreement dated as of December 29, 1995, pursuant to which LLC agreed to lease the railcars more specifically identified on Exhibit A attached hereto and made a part hereof (the "Exhibit A Railcars") to Prestage/Carroll (the "Lease"), a Memorandum of which was recorded with the Surface Transportation Board on December 23, 1996, and assigned recordation number 20409.
4. Pursuant to that certain Security Agreement - Railcars, dated as of December 1, 1995, and that certain Memorandum of Security Agreement dated December 1, 1995 and recorded with the Surface Transportation Board, formerly known as Interstate Commerce Commission, on December 13, 1995 and assigned recordation number 19805, to secure the payment and performance of any and all of LLC's and SIRC's obligations to Bank and BOCP II, LLC has assigned to Bank, as agent for Bank and BOCP II, for collateral security purposes only, and has granted to Bank, as agent for Bank and BOCP II, a continuing, first priority security interest in, and lien on, all of LLC's right, title and interest in and to, among other things, the Lease, all rental payments, casualty value payments and other sums due and to become due and payable by Prestage/Carroll to LLC from time to time thereunder.

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

WITNESS

Michele Denton

**SOUTHERN ILLINOIS RAILCAR
COMPANY, L.L.C.**

By 
Fred L. Parsons, Manager

By 
Eugenia M. Parsons, Manager

By 
Gary J. Goodman, Manager

WITNESS

Raymond Walker

BANK ONE, SPRINGFIELD

By 
Name R. Todd Hovermale
Title Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF MADISON)

On this 25th day of September, 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.

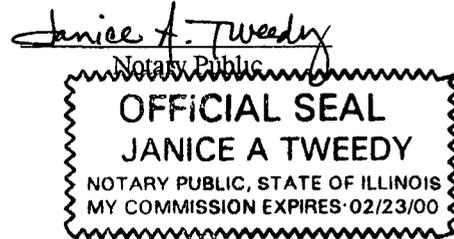
AS WITNESS my hand and notarial seal



STATE OF ILLINOIS)
) SS
COUNTY OF MADISON)

On this 25th day of September, 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



STATE OF ILLINOIS)
) SS
COUNTY OF MADISON)

On this 25th day of September, 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



STATE OF ILLINOIS)
) SS
COUNTY OF SANGAMON)

On this 30 day of September, 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 to the Memorandum of Assignment of Lease
Between Southern Illinois Railcar Company, L.L.C.
and Prestage Farms, Inc. and Carroll's Foods, Inc.**

65 Covered Hopper Railcars Bearing Reporting Marks and Numbers as Follows:

SIRX470017	SIRX470042	SIRX470065
SIRX470018	SIRX470043	SIRX470066
SIRX470019	SIRX470044	SIRX470067
SIRX470020	SIRX470045	SIRX470068
SIRX470021	SIRX470046	SIRX470069
SIRX470022	SIRX470047	SIRX470071
SIRX470024	SIRX470048	SIRX470072
SIRX470025	SIRX470049	SIRX470073
SIRX470026	SIRX470050	SIRX470074
SIRX470027	SIRX470051	SIRX470075
SIRX470028	SIRX470052	SIRX470076
SIRX470029	SIRX470053	SIRX470077
SIRX470030	SIRX470054	SIRX470078
SIRX470031	SIRX470055	SIRX470081
SIRX470032	SIRX470056	SIRX470083
SIRX470033	SIRX470057	SIRX470084
SIRX470035	SIRX470058	SIRX470085
SIRX470036	SIRX470060	SIRX470087
SIRX470037	SIRX470061	SIRX470088
SIRX470038	SIRX470062	SIRX470089
SIRX470040	SIRX470063	SIRX470090
SIRX470041	SIRX470064	