

# OSTER

## Researching Services

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RECORDATION NO. 20410 FILED 1425

DEC 23 1996 - 9 50 AM

December 23, 1996

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 Lease Agreement dated 9/24/96 between the following parties:

Lessor: Southern Illinois Railcar Company, L.L.C.  
One Mark Twain Bank Plaza, #225  
Edwardsville, IL 62025

Lessee: Olsen's Mill, Inc.  
Oshkosh, WI

The equipment included in this transaction is as follows:

Equipment: 37, Covered Hoppers  
SIRX 442770-442808, NI

Please record this agreement as a primary document. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Counterparts - Mary Ann Oster*

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") dated as of September 24, 1996, is made by and between 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"), and Olsen's Mill, Inc., a Wisconsin corporation, with an office at Oshkosh, Wisconsin ("Lessee").

LLC and Olsen's Mill, Inc. hereby state the following:

1. LLC, as lessor, and Olsen's Mill, Inc., as lessee, are parties to that certain Railcar Lease Agreement dated as of August 5, 1996, pursuant to which LLC agreed to lease covered hopper or other types of railcars (collectively, the "Leased Railcars") to Lessee (the "Lease"). The Leased Railcars shall be delivered to Lessee from time to time, and this Memorandum may be supplemented to identify the Leased Railcars on or about the time or times of delivery thereof.

2. The term of the Lease shall commence on the first day of the month following the month in which the last Leased Railcar is delivered and accepted by Lessee and shall expire nine (9) years thereafter.

3. As of September 24, 1996, the Leased Railcars consist of the covered hopper or other types of railcars set forth on Exhibit A attached hereto.

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

WITNESS:

Rachmy S Walker

SOUTHERN ILLINOIS RAILCAR  
COMPANY, L.L.C.

By: [Signature]  
Fred L. Parsons, Manager

By: [Signature]  
Eugenia M. Parsons, Manager

By: [Signature]  
Gary J. Goodman, Manager

(Signature page of MEMORANDUM OF LEASE by and between SOUTHERN ILLINOIS RAILCAR COMPANY, L L C and Olsen's Mill, Inc )

WITNESS.

Lyn A Fritz

OLSEN'S MILL, INC.

By

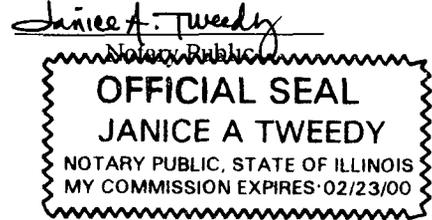
Paul Olsen s/t

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF MADISON )

On this 25<sup>th</sup> 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

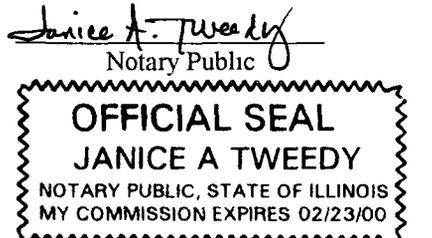
STATE OF ILLINOIS )  
 ) SS  
COUNTY OF MADISON )



On this 25<sup>th</sup> 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

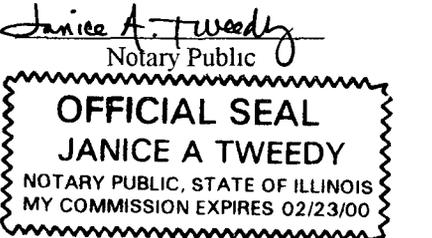
STATE OF ILLINOIS )  
 ) SS  
COUNTY OF MADISON )



On this 25<sup>th</sup> 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 \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )



On this \_\_\_\_ day of \_\_\_\_\_, 199\_, before me, a Notary Public of the County and State aforesaid, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_, a \_\_\_\_\_ 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

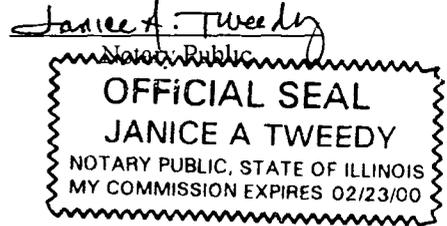
AS WITNESS my hand and notarial seal

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF MADISON)

On this 25<sup>th</sup> 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 25<sup>th</sup> 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

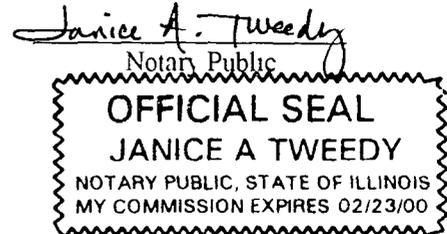
AS WITNESS my hand and notarial seal



STATE OF ILLINOIS )  
 ) SS  
COUNTY OF MADISON)

On this 25<sup>th</sup> 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

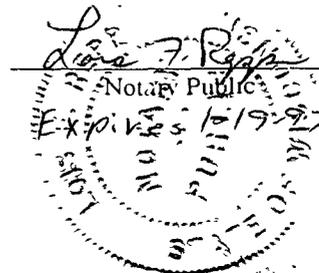
AS WITNESS my hand and notarial seal



STATE OF Wisconsin )  
 ) SS  
COUNTY OF Waukesha)

On this 10 day of October, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Paul E. Olsen, to me personally known, who being by me duly sworn, says that he is the Secretary/Treasurer of Olsen's Mill Inc., a Wisconsin 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



**Exhibit A to the Memorandum of Lease Agreement  
Between Southern Illinois Railcar Company, L.L.C.  
and Olsen's Mill, Inc.**

**37 Covered Hopper Railcars Bearing Reporting Marks and Numbers as Follows:**

SIRX442770	SIRX442789
SIRX442771	SIRX442790
SIRX442772	SIRX442791
SIRX442773	SIRX442792
SIRX442774	SIRX442793
SIRX442775	SIRX442794
SIRX442776	SIRX442796
SIRX442777	SIRX442797
SIRX442778	SIRX442798
SIRX442779	SIRX442799
SIRX442780	SIRX442800
SIRX442781	SIRX442802
SIRX442782	SIRX442803
SIRX442783	SIRX442804
SIRX442784	SIRX442805
SIRX442785	SIRX442806
SIRX442786	SIRX442807
SIRX442787	SIRX442808
SIRX442788	