

OSTER

Researching Services

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

RECORDATION NO. 20410-A
FILED 12/25/96
JAN 7 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 #20410. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

C Counterparts - Mary Ann Oster

A

**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 Olsen's Mill, Inc. ("Olsen"), as lessee, are parties to that certain Railcar Lease Agreement dated as of August 5, 1996, 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 Olsen (the "Lease"), a Memorandum of which was recorded with the Surface Transportation Board on December 23, 1996, and assigned recordation number 20410.
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 Olsen to LLC from time to time thereunder.

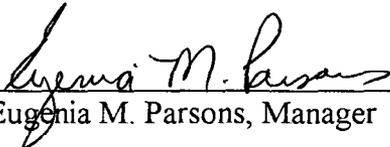
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written

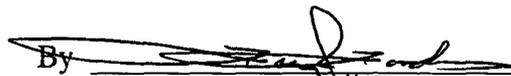
WITNESS

Michelle Hunter

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

By 
Fred L. Parsons, Manager

By 
Eugenia M. Parsons, Manager

By 
Gary J. Goodman, Manager

WITNESS

Rocky S. 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

Janice A. Tweedy
Notary Public

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

Janice A. Tweedy
Notary Public

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

Janice A. Tweedy
Notary Public

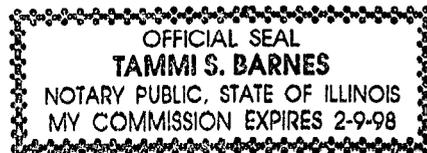
STATE OF ILLINOIS)
) SS
COUNTY OF SANGAMON)



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 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	