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RECORDATION NO. 20450-A FILED 1425
FEB 18 1997 12:23 PM

February 18, 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 September 24, 1996, between the following parties:

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

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

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

Please record this document as a secondary agreement to STB Recordation #20450. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

Country Club - My Act

MEMORANDUM OF
ASSIGNMENT OF LEASE

RECORDATION NO. 20450-A
FILED 1/25
FEB 16 1997 12:29 PM

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 Helm Financial Corporation ("Helm"), as lessee, are parties to that certain Railcar Lease Agreement dated as of April 1, 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 Helm (the "Lease"), a Memorandum of which was recorded with the Surface Transportation Board on January 6, 1997, and assigned recordation number 20450.
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 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 Helm 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 Skudarc

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

By *Fred L. Parsons*
Fred L. Parsons, Manager

By *Eugenia M. Parsons*
Eugenia M. Parsons, Manager

By *Gary J. Goodman*
Gary J. Goodman, Manager

WITNESS

Rachael Walker

BANK ONE, SPRINGFIELD

By *R. Todd Hovermale*
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

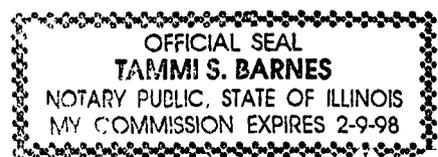


STATE OF ILLINOIS)
) SS
COUNTY OF SANGAMON)

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 Helm Financial Corporation**

**Thirty 100-Ton, 4,750 Cubic Foot Capacity Covered Hopper Railcars
Bearing Reporting Marks as Follows:**

<u>Prior Car Number</u>	<u>New Car Number</u>
TILX 000400	SIRX 000400
TILX 000401	SIRX 000401
TILX 000405	SIRX 000405
TILX 000409	SIRX 000409
TILX 000412	SIRX 000412
TILX 000413	SIRX 000413
TILX 000416	SIRX 000416
TILX 000417	SIRX 000417
TILX 000419	SIRX 000419
TILX 000421	SIRX 000421
TILX 000422	SIRX 000422
TILX 000424	SIRX 000424
TILX 000425	SIRX 000425
TILX 000436	SIRX 000436
TILX 000438	SIRX 000438
TILX 000440	SIRX 000440
TILX 000443	SIRX 000443
TILX 000444	SIRX 000444
TILX 000446	SIRX 000446
TILX 000448	SIRX 000448
TILX 000449	SIRX 000449
TILX 001848	SIRX 001848
TILX 001876	SIRX 001876
TILX 001893	SIRX 001893
TILX 001956	SIRX 001956
TILX 511477	SIRX 511477
CAGY 010847	SIRX 010847
TIMX 010848	SIRX 010848
TIMX 010849	SIRX 010849
TIMX 010912	SIRX 010912