

RECORDATION NO. 20442-N FILED

JAN 11 '01 2-31 PM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 11, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Fifth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement, dated as of December 22, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan Agreement, Chattel Mortgage and Security Agreement, which was previously filed with the Board under Recordation Number 20442.

The names and addresses of the parties to the enclosed document are:

Borrower: Southern Illinois Railcar Company
505 Buckeye Drive
Troy, IL 62294

Secured Party: Mercantile Bank National Association
101 North Main Street
Edwardsville, IL 62025

A description of the railroad equipment covered by the enclosed document is:

37 railcars bearing SIRX, RGCX and TM reporting marks and road numbers set forth on Exhibit A-5 attached hereto.

Mr. Vernon A. Williams
January 11, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum Fifth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement, between Southern Illinois Railcar Company, Borrower, and Mercantile Bank, Secured Party, covering 37 railcars bearing SIRX, RGCX and TM reporting marks and road numbers set forth on Exhibit A-5 attached hereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

Exhibit A-5

(List of Fifth Amendment Railcars)

<u>Number</u>	<u>Orig. Car No.</u>
SIRX290014	ATSF301410
SIRX290015	ATSF301483
SIRX004000	MCPX004000
SIRX004001	MCPX004001
SIRX004004	MCPX004004
SIRX004014	MCPX004014
SIRX004022	HEQX004022
SIRX004030	MCPX004030
SIRX004032	HEQX004032
SIRX004036	MCPX004036
SIRX004042	MCPX004042
SIRX004046	MCPX004046
SIRX040251	SEE COMMENT
SIRX400176	KCS 000106
SIRX400179	KCS 000138
SIRX400180	KCS 000160
SIRX400181	KCS 000163
SIRX400182	KCS 000182
SIRX400183	KCS 000185
SIRX400184	KCS 000186
RGCX033114	KCS 005201
RGCX033115	KCS 005204
RGCX033116	KCS 005241
RGCX033117	KCS 005259
RGCX033118	KCS 005267
RGCX033119	KCS 005282
RGCX033120	KCS 005295
RGCX033121	KCS 005298
SIRX004050	MCPX004050
SIRX400373	ATSF301548
SIRX400374	ATSF301660
SIRX400375	ATSF301698
SIRX400376	ATSF301768
SIRX400397	ATSF301521
SIRX400408	ATSF400001
SIRX442862	ATSF302181
TM 006248	ATSF302292

RECORDATION NO. **20442-N** FILED

**MEMORANDUM OF FIFTH AMENDMENT TO
LOAN AGREEMENT, CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

JAN 11 '01

2-31 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FIFTH AMENDMENT TO LOAN AGREEMENT, CHATTEL MORTGAGE AND SECURITY AGREEMENT (this "Memorandum") dated as of December 22, 1999, is made by and between MERCANTILE BANK NATIONAL ASSOCIATION, a national banking association, with an office at 101 North Main Street, Edwardsville, Illinois 62025 (the "Bank") and SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, with its chief executive office and principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, IL 62294 (the "Borrower").

Borrower and Bank hereby state the following:

1. Borrower and Bank are parties to that certain Loan Agreement, Chattel Mortgage and Security Agreement dated as of December 30, 1996 a Memorandum of which was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on January 2, 1997 and assigned recordation number 20442 (the "Loan Agreement"; capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby Bank loaned Borrower certain funds to facilitate the purchase of certain covered hopper railcars.

2. Borrower and Bank are parties to that certain First Amendment to Loan Agreement, Chattel Mortgage and Security Agreement (the "First Amendment") and Fixed Line of Credit Advance Note dated May 2, 1997, whereby Bank and Borrower renewed and amended the Loan Agreement to extend the term thereof, increase the amount borrowed thereunder and to secure the additional railcars identified therein, a Memorandum of which was recorded on May 16, 1997 and assigned recordation number 20442-A. The railcars which remain subject to the Loan Agreement, as amended by the First Amendment, are identified on *Exhibit A-1* attached hereto and incorporated herein (said railcars are referred to herein as the "Original Railcars").

3. Borrower and Bank are parties to that certain Second Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated February 23, 1998 (the "Second Amendment") whereby Bank and Borrower amended the Loan Agreement to add a new credit facility evidenced by a Term Loan Promissory Note, increase the amount borrowed thereunder and to secure the additional railcars identified on *Exhibit A-2* attached hereto and incorporated herein (the "Second Amendment Railcars"), a Memorandum of which was recorded on February 26, 1998 and assigned recordation number 20442-F.

4. Borrower and Bank are parties to that certain Third Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated July 1, 1998 (the "Third Amendment") whereby Bank and Borrower amended the Loan Agreement to add a new credit facility evidenced by a Term Loan Promissory Note, increase the amount borrowed thereunder and to secure the additional railcars identified on *Exhibit A-3* attached hereto and incorporated

herein (the "Third Amendment Railcars"), a Memorandum of which was recorded on February 26, 1998 and assigned recordation number 20442-J.

5. Borrower and Bank are parties to that certain Fourth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated August, 1998 (the "Fourth Amendment") whereby Bank and Borrower amended the Loan Agreement to redefine the Second Amendment Railcars as identified on *Exhibit A-4* attached hereto and incorporated herein (the "Fourth Amendment Railcars"), a Memorandum of which was recorded on September 22, 1998 and assigned recordation number 20442-M.

6. Borrower and Bank are parties to that certain Fifth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement and Related Promissory Notes dated of even date herewith (the "Fifth Amendment"; the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and the Fifth Amendment are collectively referred to herein as the "Amendments") whereby Bank and Borrower amended the Loan Agreement to refinance the credit facility evidenced and to secure the additional railcars identified on *Exhibit A-5* attached hereto and incorporated herein (the "Fifth Amendment Railcars"; the Original Railcars, the Second Amendment Railcars, the Third Amendment Railcars, the Fourth Amendment Railcars and the Fifth Amendment Railcars are collectively referred to herein as the "Railcars").

7. In order to secure the prompt payment and performance of any and all of Borrower's obligations to Bank, Borrower, pursuant to the Fifth Amendment, and in addition to any other collateral granted to Bank from time to time, granted, and hereby grants to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to the following (the "Collateral"), to have and to hold all and every part of the Collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever:

(a) the Railcars;

(b) all improvements, additions, modifications, accessions, equipment, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired, and all substitutions and replacements of the Railcars described above (the Railcars and the equipment described in this subsection (b) herein being hereinafter sometimes collectively called the "Equipment Collateral")

(c) All of Borrower's right, title and interest in and to all moneys and claims for moneys due and to become due to Borrower, its successors or assigns, (i) arising out of or in any way connected with the present or future use, operation, lease or management of the Equipment Collateral or arising out of or in any way connected with any and all present and future requisitions, leases, bills of lading, contracts and other engagements of affreightment or for the carriage or transportation of cargo, mail and/or passengers, and other operations of the Equipment Collateral. and (ii) all claims for damages, arising out of the breach of any and all present and future leases, commitments to lease, bills of lading, contracts and other engagements of affreightment or for the carriage or transportation of cargo, mail and/or passengers, and

operations of every kind whatsoever of the Equipment Collateral and in and to any and all claims and causes of action for money, loss or damages that may accrue or belong to Borrower related to the Equipment Collateral;

(d) all proceeds, casualty value payments or proceeds, settlement payments and requisition compensation from the sale, loss or other disposition of the Equipment Collateral;

(e) all rights, claims and causes of action, if any, that the Borrower may have now or in the future against any seller of the Equipment Collateral under the applicable Purchase Agreement or any manufacturer or re-builder of the Equipment Collateral (or any component thereof) or any other party, by Contract or otherwise, in respect of any defect in the Equipment Collateral or any part thereof;

(f) all damages from time to time payable to or receivable by Borrower in respect of the Equipment Collateral;

(g) all proceeds (cash and non-cash) thereof; and

h) all books and records relating to any of the foregoing.

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

WITNESS:



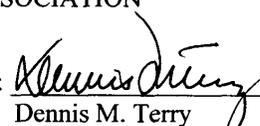
SOUTHERN ILLINOIS RAILCAR COMPANY

By:  (SEAL)
Fred L. Parsons
President

WITNESS:



MERCANTILE BANK NATIONAL
ASSOCIATION

By:  (SEAL)
Dennis M. Terry
Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF Madison)

On this 22 day of December, 1999, 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 the President of SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Melanie A Nolen
Notary Public

My commission expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF Madison)



On this 22 day of December, 1999, before me, a Notary Public of the County and State aforesaid, personally appeared **Dennis M. Terry**, to me personally known, who being by me duly sworn, says that he is Vice President of MERCANTILE BANK NATIONAL ASSOCIATION, a national banking corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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

Melanie A Nolen
Notary Public

My commission expires:



Exhibit A-1
(List of Original Railcars)

EXHIBIT A-1

Car Number	Original Car No.	Car Number	Original Car No.	Car Number	Original Car No.
ATSF303480	ATSF303480	ATSF303480	ATSF303480	ATSF311889	ATSF311889
TX 006167	ATSF304119	TX 006168	ATSF308475	ATSF311903	ATSF311903
TX 006178	ATSF304127	TX 006189	ATSF308478	ATSF311903	ATSF311903
TX 006203	ATSF304160	ATSF308486	ATSF308488	KIKK446000	ATSF311032
TX 006168	ATSF304161	TX 006190	ATSF308700	ATSF311032	ATSF311032
ATSF304168	ATSF304168	TX 006191	ATSF308718	ATSF311032	ATSF311032
TX 006170	ATSF304168	TX 006192	ATSF308718	ATSF311032	ATSF311032
TX 006171	ATSF304242	TX 006193	ATSF308724	ATSF311032	ATSF311032
TX 006172	ATSF304243	TX 006211	ATSF308755	ATSF311032	ATSF311032
TX 006296	ATSF304233	ATSF308862	ATSF308863	ATSF311032	ATSF311032
TX 006173	ATSF304382	TX 006212	ATSF308942	KIKK446001	ATSF311217
TX 006174	ATSF304390	TX 006193	ATSF308947	KIKK446001	ATSF311217
TX 006169	ATSF304312	TX 006194	ATSF308947	KIKK446001	ATSF311217
TX 006107	ATSF304328	ATSF309006	ATSF308988	KIKK446001	ATSF311217
TX 006175	ATSF304336	TX 006195	ATSF309097	KIKK446001	ATSF311217
TX 006176	ATSF304340	TX 006196	ATSF309100	KIKK446001	ATSF311217
TX 006233	ATSF304388	TX 006197	ATSF309106	KIKK446001	ATSF311217
TX 006216	ATSF304443	TX 006198	ATSF309112	KIKK446001	ATSF311217
TX 006215	ATSF304458	TX 006199	ATSF309115	KIKK446001	ATSF311217
TX 006222	ATSF304459	TX 006200	ATSF309124	KIKK446001	ATSF311217
TX 006177	ATSF304462	TX 006201	ATSF309137	KIKK446001	ATSF311217
ATSF304464	ATSF304464	TX 006202	ATSF309144	KIKK446001	ATSF311217
ATSF304474	ATSF304474	ATSF309158	ATSF309158	KIKK446001	ATSF311217
TX 006309	ATSF304475	TX 006203	ATSF309164	KIKK446001	ATSF311217
TX 006179	ATSF304499	TX 006204	ATSF309167	KIKK446001	ATSF311217
ATSF304534	ATSF304534	TX 006205	ATSF309178	KIKK446001	ATSF311217
TX 006230	ATSF304541	TX 006206	ATSF309187	KIKK446001	ATSF311217
TX 006180	ATSF304591	TX 006207	ATSF309194	KIKK446001	ATSF311217
ATSF304821	ATSF304821	ATSF309201	ATSF309201	KIKK446001	ATSF311217
ATSF304876	ATSF304876	TX 006208	ATSF309208	KIKK446001	ATSF311217
TX 006214	ATSF304877	ATSF309216	ATSF309216	KIKK446001	ATSF311217
ATSF304903	ATSF304903	ATSF309223	ATSF309223	KIKK446001	ATSF311217
TX 006181	ATSF304938	ATSF309230	ATSF309230	KIKK446001	ATSF311217
ATSF304944	ATSF304944	ATSF309237	ATSF309237	KIKK446001	ATSF311217
TX 006183	ATSF305051	ATSF309244	ATSF309244	KIKK446001	ATSF311217
ATSF305166	ATSF305166	ATSF309251	ATSF309251	KIKK446001	ATSF311217
TX 006210	ATSF305179	ATSF309258	ATSF309258	KIKK446001	ATSF311217
TX 006184	ATSF305258	ATSF309265	ATSF309265	KIKK446001	ATSF311217
TX 006185	ATSF305330	ATSF309272	ATSF309272	KIKK446001	ATSF311217
ATSF305357	ATSF305357	ATSF309279	ATSF309279	KIKK446001	ATSF311217
ATSF305373	ATSF305373	ATSF309286	ATSF309286	KIKK446001	ATSF311217
TX 006186	ATSF305384	ATSF309293	ATSF309293	KIKK446001	ATSF311217
ATSF305410	ATSF305410	ATSF309300	ATSF309300	KIKK446001	ATSF311217
ATSF305420	ATSF305420	ATSF309307	ATSF309307	KIKK446001	ATSF311217
TX 006167	ATSF305449	ATSF309314	ATSF309314	KIKK446001	ATSF311217
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		ATSF309342	ATSF309342	KIKK446001	ATSF311217
		ATSF309349	ATSF309349	KIKK446001	ATSF311217
		ATSF309356	ATSF309356	KIKK446001	ATSF311217
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		ATSF309377	ATSF309377	KIKK446001	ATSF311217
		ATSF309384	ATSF309384	KIKK446001	ATSF311217
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		ATSF309405	ATSF309405	KIKK446001	ATSF311217
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		ATSF309447	ATSF309447	KIKK446001	ATSF311217
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		ATSF310091	ATSF310091	KIKK446001	ATSF311217
		ATSF310098	ATSF310098	KIKK446001	ATSF311217
		<			

EXHIBIT A-1

Continued

Car Number	Original Car No.
STXK442829	ATSF301521
TX 006225	ATSF302326
TX 006155	ATSF302740
TX 006147	ATSF302871
ATSF304026	ATSF304026
TX 006182	ATSF304116
ATSF304191	ATSF304191
TX 006226	ATSF304404
TX 006145	ATSF304492
ATSF304796	ATSF304796
TX 006227	ATSF304976
ATSF304994	ATSF304994
TX 006157	ATSF305650
TX 006158	ATSF306024
STXK460087	ATSF306081
ATSF306843	ATSF306842
ATSF306844	ATSF306844
ATSF307107	ATSF307107
TX 006149	ATSF307612
TX 006162	ATSF307689
STXK460086	ATSF308501
TX 006224	ATSF307708
ATSF309046	ATSF308248
TX 006181	ATSF308021
TX 006231	ATSF308318
TX 006159	ATSF308441
ATSF308473	ATSF308473
TX 006154	ATSF308928
TX 006159	ATSF308938
TX 006213	ATSF309243
TX 006222	ATSF309499
TX 006155	ATSF309603
TX 006156	ATSF309624
ATSF310523	ATSF310523
TX 006146	ATSF311004
TX 006232	ATSF311018
TX 006218	ATSF311121
TX 006153	ATSF311516
TX 006152	ATSF311571
TX 006166	ATSF311620
TX 006148	ATSF311660
ATSF311888	ATSF311888
ATSF311944	ATSF311944
ATSF311967	ATSF311967
STXK460214	ATSF312026
ATSF312173	ATSF312172

Car Number	Original Car No.
STXK460110	ATSF310949
STXK460111	ATSF310949
STXK460112	ATSF310949
TX 006164	ATSF312651
TX 006163	ATSF312774
STXK460304	ATSF314008
STXK460303	ATSF314487
STXK460307	ATSF314830
STXK460306	ATSF314798
STXK460308	ATSF315147

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Continued

1. ATSF 302491	26. ATSF 301591	51. ATSF 312438
2. ATSF 301508	27. ATSF 301691	52. ATSF 314263
3. ATSF 302004	28. ATSF 301694	53. ATSF 314353
4. ATSF 303420	29. ATSF 301731	54. ATSF 315121
5. ATSF 303421	30. ATSF 301744	55. ATSF 305444
6. ATSF 303495	31. ATSF 301749	56. ATSF 306231
7. ATSF 308707	32. ATSF 302944	57. ATSF 301582
8. ATSF 304026	33. ATSF 303867	58. ATSF 301578
9. ATSF 304027	34. ATSF 304191	59. ATSF 301666
10. ATSF 304235	35. ATSF 304652	60. ATSF 301676
11. ATSF 304274	36. ATSF 304976	61. ATSF 302345
12. ATSF 304278	37. ATSF 305111	62. ATSF 302491
13. ATSF 304670	38. ATSF 305731	63. ATSF 302624
14. ATSF 304687	39. ATSF 306225	64. ATSF 302925
15. ATSF 304728	40. ATSF 306440	65. ATSF 303354
16. ATSF 306114	41. ATSF 306992	66. ATSF 303371
17. ATSF 306222	42. ATSF 307660	67. ATSF 303224
18. ATSF 306447	43. ATSF 307728	68. ATSF 303494
19. ATSF 306842	44. ATSF 307976	69. ATSF 303542
20. ATSF 307222	45. ATSF 307977	70. ATSF 303617
21. ATSF 309019	46. ATSF 310523	71. ATSF 303929
22. ATSF 309460	47. ATSF 311149	
23. ATSF 304087	48. ATSF 311422	
24. ATSF 301523	49. ATSF 311888	
25. ATSF 301553	50. ATSF 312026	

EXHIBIT A-1
Continued
1998 Railcars

Car Number	Built Dat
RS 001538	Jan-79
RS 001541	Jan-79
ITLX023004	Feb-79
ITLX024001	Aug-79
ITLX024016	Aug-79
ITLX024017	Aug-79
ITLX024018	Sep-79
ITLX024019	Aug-79
ITLX024022	Aug-79
ITLX024023	Jun-79
ITLX024025	Sep-79
ITLX024028	Aug-79
ITLX024029	Sep-79
ITLX024035	Aug-79
ITLX024039	Sep-79
ITLX024040	Jun-79
ITLX024046	Jun-79
ITLX024047	Aug-79
ITLX024049	Aug-79
ITLX024050	Aug-79
ITLX024052	Jun-79
ITLX024053	Sep-79
ITLX024054	Aug-79
ITLX024057	Aug-79
ITLX024058	Aug-79
ITLX024059	Aug-79
ITLX024060	Jun-79
ITLX024061	Aug-79
ITLX024062	Jun-79
ITLX024063	Jun-79
ITLX024066	Aug-79
ITLX024068	Aug-79
ITLX024106	Sep-79
ITLX024114	Sep-79
ITLX024118	Aug-79
ITLX024121	Aug-79
MAEX009025	Apr-79
MAEX009127	Apr-79
MAEX011000	Oct-78
MAEX011001	Oct-78
MAEX011011	Oct-78
MAEX011020	Oct-78
MAEX011024	Oct-78
MAEX011028	Oct-78
MAEX012201	Oct-78
MAEX476307	Jul-75
MAEX476390	Jun-75
MAEX476580	Jun-75

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Continued
1998 Railcars

NAHX476883	May-75
NAHX476929	Jun-75
NAHX477206	Jun-75
NAHX478357	Dec-75
NAHX478404	Aug-75
NAHX478507	Aug-75
NAHX478982	May-78
NAHX479064	May-78
NAHX479080	May-78
NAHX479187	May-78
NAHX479206	May-78
NAHX479339	Jun-78
NAHX479342	Jun-78
NAHX479581	Nov-78
NAHX479582	Nov-78
NAHX479591	Nov-78
NAHX479632	Nov-78
NAHX479658	Dec-78
NAHX479680	Nov-78
NAHX479691	Nov-78
NAHX479693	Dec-78
NAHX479695	Nov-78
NAHX479760	Dec-78
NAHX479774	Dec-78
NAHX479808	Dec-78
NAHX479822	Dec-78
NAHX479835	Dec-78
NAHX479849	Dec-78
NAHX480065	Apr-79
NAHX480106	May-79
NAHX480107	Apr-79
NAHX480117	Apr-79
NAHX480151	Apr-79
NAHX480171	Apr-79
NAHX480225	May-79
NAHX480271	May-79
NAHX480284	May-79
NAHX480298	May-79
NAHX480313	May-79
NAHX480341	May-79
NAHX480348	May-79
NAHX480352	May-79
NAHX480380	May-79
NAHX480531	Apr-79
NAHX480781	May-79
NAHX480825	May-79
NAHX480829	May-79
NAHX480832	May-79
NAHX480850	May-79

EXHIBIT A-1
Continued
1998 Railcars

NAHX480851	Jun-79
NAHX480856	May-79
NAHX480857	May-79
NAHX480858	Jun-79
NAHX480860	May-79
NAHX480861	May-79
NAHX480868	May-79
NAHX480874	May-79
NAHX480876	Aug-79
NAHX480877	Aug-79
NAHX480879	Jul-79
NAHX480880	9-Jul
NAHX480886	Aug-79
NAHX480887	Aug-79
NAHX480889	Jun-79
NAHX480890	Jun-79
NAHX480893	Jun-79
NAHX480898	Jun-79
NAHX480899	Jun-79
NAHX490202	Nov-75
NAHX490218	Nov-75
NAHX490222	Nov-75
NAHX490226	Nov-75
NAHX490239	Nov-75
NAHX490230	Nov-75
NAHX490237	Nov-75
NAHX490249	Nov-75
NAHX490257	Nov-75
NAHX490262	Nov-75
NAHX490263	Nov-75
NAHX490265	Nov-75
NAHX490277	Nov-75
NAHX490291	Nov-75
NAHX490292	Nov-75
NAHX490300	Nov-75
NAHX490310	Nov-75
NAHX490334	Nov-75
NAHX490364	Oct-76
NAHX800107	Dec-78
NAHX800139	Jun-75
NAHX800416	Feb-75
NAHX800506	Jun-75
NAHX800682	Jun-78
FLCX012963	May-79
FLCX013566	Jun-75
FLCX013650	Jun-75
FLCX016460	Jan-75
FLCX018026	Jan-79
FLCX018303	Jan-79

EXHIBIT A-1
Continued
1998 Railcars

FLCX018377	Jan-79
FLCX018421	Jan-79
FLCX018502	Jan-79
FLCX018778	Mar-79
FLCX018861	Mar-79
FLCX018872	Mar-79
FLCX018873	Mar-79
FLCX018942	Mar-79
FLCX019085	Mar-79
FLCX019098	Mar-79
FLCX019125	Mar-79
FLCX019170	Mar-79
FLCX019171	Mar-79
FLCX019183	Mar-79
FLCX019197	Mar-79
FLCX019655	Aug-79
FLCX019750	Aug-79
FLCX020525	Feb-80
FLCX020591	Mar-80
FLCX021277	Sep-79
FLCX021314	Sep-79
FLCX021341	Sep-79
FLCX021387	Sep-79
FLCX021417	Sep-79
FLCX021427	Sep-79
FLCX021429	Sep-79
FLCX021435	Sep-79
FLCX021802	Oct-79
FLCX021914	Oct-79
FLCX021944	Nov-79
FLCX022387	Oct-80
FLCX022397	Oct-80
FLCX022399	Oct-80
FLCX022456	Oct-80
FLCX023956	May-80
FLCX023999	Oct-80
FLCX027001	Dec-77
FLCX027048	Jul-77
FLCX027132	Dec-78
FLCX027316	Jan-78
FLCX027429	Jan-78
FLCX027432	Jan-78
FLCX027440	Oct-77
FLCX027444	Nov-78
FLCX027447	Dec-78
FLCX027449	Jan-79
FLCX027453	Jan-79
FLCX027500	Mar-80
FLCX027630	Jul-77

EXHIBIT A-1
Continued
1998 Railcars

FLCX027631	Oct-78
FLCX027641	Aug-78
FLCX027648	Jan-79
FLCX027998	Feb-78
FLCX028118	Nov-78
FLCX028171	Feb-79
FLCX028271	Jul-77
FLCX028291	Dec-78
FLCX028293	Dec-78
FLCX028296	Dec-78
FLCX028300	Dec-78
FLCX028305	Dec-78
FLCX028313	Jan-79
FLCX028320	Jan-79
FLCX028323	Jan-79
FLCX028327	May-78
FLCX028638	Jan-81
PTLX014046	Dec-73
PTLX014106	Feb-74
PTLX014263	Jan-74
PTLX014369	Jan-74
PTLX014508	May-74
PTLX014595	May-74
PTLX014690	May-74
PTLX014740	May-74
PTLX014866	Jul-74
PTLX014910	Aug-74
PTLX014968	Sep-74
PTLX015045	Sep-74
PTLX015252	Nov-74
PTLX015254	Dec-74
PTLX015510	Jan-75
PTLX015515	Jan-75
PTLX015813	Feb-75
PTLX015824	Jan-75
PTLX015842	Jan-75
PTLX015902	Feb-75
PTLX015908	Feb-75
PTLX015917	Jan-75
PTLX015919	Jan-75
PTLX015941	Jan-75
PTLX015970	Jan-75
PTLX015983	Jan-75
PTLX017013	Feb-75
PTLX017028	Feb-75
PTLX017035	Feb-78
PTLX017037	Feb-75
PTLX017062	Jan-75
PTLX017063	Jan-75

EXHIBIT A-1
Continued
1998 Railcars

PTLX017071	Feb-73
PTLX017075	Jan-75
PTLX017082	Feb-75
PTLX017096	Feb-73
PTLX017134	May-75
PTLX017161	Apr-75
PTLX017196	May-75
PTLX017197	Jan-78
PTLX017199	Jan-75
PTLX017717	Aug-75
PTLX017751	Aug-75
PTLX017762	Aug-75
PTLX017774	Aug-75
PTLX017776	Aug-75
PTLX017798	Aug-75
PTLX017900	Aug-75
PTLX017906	Aug-75
PTLX017909	Aug-75
PTLX017977	Aug-75
PTLX018003	Aug-75
PTLX032251	Mar-73
PTLX033374	Apr-73
PTLX033416	Mar-73
PTLX033472	Jan-73
PTLX033694	Apr-73
PTLX033784	May-73
PTLX033824	May-73
PTLX034006	Sep-73
PTLX034148	Sep-73
PTLX034168	Sep-73
PTLX034375	Oct-73
PTLX034422	Oct-73
PTLX034476	Jun-74
PTLX034704	Oct-73
PTLX034774	Dec-73
PTLX034902	Dec-73
PTLX034945	Dec-73
TLCK030261	Jan-70
TLCK030232	Oct-70
TLCK030534	Jan-70
TLCK030551	Jan-70
TLCK030638	Jan-70
TLCK030896	Jan-70
TLCK031220	Jun-71
TLCK035009	Jan-69
USLX018218	Jul-77
USLX020773	Jan-79
USLX020777	Jan-78
USLX020779	Jan-78

EXHIBIT A-1
Continued
1998 Railcars

USLX020806	Feb-79
USLX020808	Jan-79
USLX020818	Feb-79
USLX020865	Nov-78
USLX020870	Jan-79
USLX026048	Jan-79
USLX026064	Jan-79

Exhibit A-2

(List of Second Amendment Railcars)

See Exhibit A-1

Exhibit A-3

(List of Third Amendment Railcars)

See Exhibit A-1

Exhibit A-4

(List of Fourth Amendment Railcars)

Exhibit # A-4

Car Number	Original Car Number
SIRX280004	DEEX009042
SIRX280005	DEEX009047
SIRX280006	DEEX009056
SIRX280007	DEEX009064
SIRX280008	DEEX009066
SIRX280009	DEEX009075
SIRX280010	DEEX009085
SIRX280011	DEEX009094
SIRX280012	DEEX009096
SIRX280021	DEEX009153
SIRX280022	DEEX009154
SIRX280023	DEEX009156
SIRX280024	DEEX009157
SIRX280025	DEEX009161
SIRX280026	DEEX009162
SIRX280027	DEEX009165
SIRX280028	DEEX009174
SIRX280029	DEEX009182
SIRX280030	DEEX009198
SIRX280031	DEEX009202
SIRX280032	DEEX009205
SIRX280033	DEEX009211
SIRX280042	DEEX009256
SIRX280043	DEEX009262
SIRX280044	DEEX009271
SIRX280045	DEEX009285
SIRX280046	DEEX009292
SIRX280047	DEEX009299
SIRX280048	SSMX007003
SIRX280049	SSMX007089

Exhibit ~~B~~ A-4
continued

DEEX009010
DEEX009019
DEEX009029
DEEX009039
DEEX009105
DEEX009115
DEEX009120
DEEX009127
DEEX009132
DEEX009134
DEEX009135
DEEX009141
DEEX009219
DEEX009228
DEEX009229
DEEX009230
DEEX009236
DEEX009241
DEEX009245
DEEX009246

Exhibit A-5

(List of Fifth Amendment Railcars)

<u>Number</u>	<u>Orig. Car No.</u>
SIRX290014	ATSF301410
SIRX290015	ATSF301483
SIRX004000	MCPX004000
SIRX004001	MCPX004001
SIRX004004	MCPX004004
SIRX004014	MCPX004014
SIRX004022	HEQX004022
SIRX004030	MCPX004030
SIRX004032	HEQX004032
SIRX004036	MCPX004036
SIRX004042	MCPX004042
SIRX004046	MCPX004046
SIRX040251	SEE COMMENT
SIRX400176	KCS 000106
SIRX400179	KCS 000138
SIRX400180	KCS 000160
SIRX400181	KCS 000163
SIRX400182	KCS 000182
SIRX400183	KCS 000185
SIRX400184	KCS 000186
RGCX033114	KCS 005201
RGCX033115	KCS 005204
RGCX033116	KCS 005241
RGCX033117	KCS 005259
RGCX033118	KCS 005267
RGCX033119	KCS 005282
RGCX033120	KCS 005295
RGCX033121	KCS 005298
SIRX004050	MCPX004050
SIRX400373	ATSF301548
SIRX400374	ATSF301660
SIRX400375	ATSF301698
SIRX400376	ATSF301768
SIRX400397	ATSF301521
SIRX400408	ATSF400001
SIRX442862	ATSF302181
TM 006248	ATSF302292