

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

September 1, 2000

RECORDATION NO. 23082 FILED

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

SEP 1 '00 10-22 AM

^{TS}
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease and Assignment of Lease, dated as of September 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

Please index this document under the names of the Assignor, Assignee and Lessee identified below.

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

Assignor: ITG, Inc.
220 Jackson Street
Suite 3000
San Francisco, CA 94111

Assignee: Railcar, Ltd.
1819 Peachtree Road NE
Suite 425
Atlanta, GA 30309-1847

[Lessee: Southern Illinois Railcar Company]

Mr. Vernon A. Williams
September 1, 2000
Page Two

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

3 covered hoppers SIRX 12000, 12001 and 12200

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

Memorandum of Lease between ITG, Inc., Lessor, and Southern Illinois Railcar Company, Lessee, and Assignment of Lease from ITG, Inc., Assignor, to Railcar, Ltd., Assignee, covering 45 gondola within the series 3 covered hoppers SIRX 12000, 12001 and 12200.

Also enclosed is a check in the amount of \$26.00 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

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

1. This instrument relates to the Railroad Car Lease Agreement, No. ITG-2376, dated August 22, 1994, between ITG, Inc. and Southern Illinois Railcar Company, and related Riders Nos. 1, 2 and 3 dated August 22, 1994 (collectively, the "Lease Agreement"), pursuant to which ITG, Inc. ("ITG") has leased to Southern Illinois Railcar Company ("Lessee") three covered hoppers bearing the marks and numbers in the attached "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. Pursuant to the Asset Purchase Agreement dated as of September 1, 2000, between ITG and Railcar, Ltd. ("LTD"), ITG has assigned to LTD all of ITG's rights, title, and interest in and to the Lease Agreement and the Cars. In connection with the assignment by ITG to LTD, Lessee executed a Notice & Acknowledgement of Assignment dated as of August 4, 2000, pursuant to which Lessee acknowledged such assignment and agreed to certain amendments to the Lease Agreement.

3. The addresses of the parties are as follows:

ITG, Inc. (Former Lessor / Assignor)
220 Jackson Street, Suite 3000
San Francisco, CA 94111

Railcar, Ltd. (New Lessor / Assignee)
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

Southern Illinois Railcar Company (Lessee)
Executive Park 2
505 Buckeye Drive
Troy, IL 62294

RECORDATION NO. 23082 FILED

SEP 1 '00 10-22 AM

SURFACE TRANSPORTATION BOARD

4. The term of the Lease has already commenced and is scheduled to end on September 30, 2001, subject to an option to extend the term for three (3) periods of one (1) year each.

5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement and the Notice & Acknowledgement of Assignment. The terms and provisions of the assignment are more particularly set forth in the Asset Purchase Agreement.

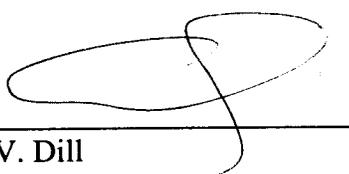
6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 8-25, 2000.

ITG, INC.

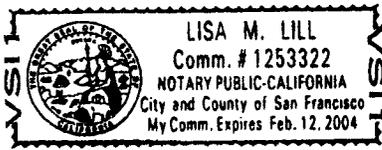
By: _____
Name: Alice V. Dill
Title: Secretary



State of California }
County of San Francisco } SS.

On August 25, 2000, before me personally appeared Alice V. Dill, to me personally known, who being by me duly sworn says that she is Secretary of ITG, Inc., and that she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.

Lisa M. Lill
Notary Public Lisa M. Lill
My commission expires: 02-12-04



[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

RAILCAR, LTD.

By:

Name:

Title:

Paul H. Kennedy
Paul H. Kennedy
Vice President

State of Georgia

County of Gwinnett } SS.

On September 2003 before me personally appeared Paul H. Kennedy,
to me personally known, who being by me duly sworn says that he/she is Vice President
of Railcar, Ltd., and that he/she executed the foregoing instrument on behalf of said corporation
by authority of its board of directors, and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of corporation.

Shirley

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, Gwinnett County, Georgia
My Commission Expires January 3, 2004

DESCRIPTION OF RAILCARS

Lessor: ITG, Inc.
Lessee: Southern Illinois Railcar Company, Inc
Lease #: Railroad Car Lease Agreement dated August 22, 1994 between ITG, Inc., as Lessor and Southern Illinois Railcar Company, Inc., as Lessee and the related Riders No. One, Two and Three (ITG-2376)

Car Description: C Hopper
Number of Cars: 3
Car Mark: SIRX
Car Numbers: 12000-12001 & 12200