



CORPORATION SERVICE COMPANY

RECORDATION NO. 23461-A FILED

AUG 23 04

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SURFACE TRANSPORTATION BOARD

August 20, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 128452-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 19, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **SOUTHERN ILLINOIS RAILCAR COMPANY and M. WEINGOLD AND COMPANY**
3915 East 91st Street Cleveland, OH 44105

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SOUTHERN ILLINOIS RAILCAR COMPANY and M. WEINGOLD AND COMPANY**, covering 20 rail cars with reporting marks and numbers -CEFX 32668 - CEFX 32697 - NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 23461 dated 04/17/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19 day of July, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 as assignee of SOUTHERN ILLINOIS RAILCAR COMPANY (the "Lessor"), and M. WEINGOLD AND COMPANY, a Florida corporation, with an address at 3915 East 91st Street, Cleveland, Ohio 44105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Lease Agreement (the "Lease") dated as of May 10, 1996 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 17, 2001 and given Recordation Number 23461.

WHEREAS, the Parties have entered into an Amendment Number 1 to the Lease and wish to show for the public record the existence of the aforesaid Amendment, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

M. WEINGOLD AND COMPANY

By: MICHAEL A. G. GESPIC
Name: PRESIDENT
Title: _____

Schedule A

Number of Cars	Equipment Description	
20	52'-5'6" sided mill gondola	
1	CEFX	32668
2	CEFX	32669
3	CEFX	32670
4	CEFX	32671
5	CEFX	32672
6	CEFX	32673
7	CEFX	32674
8	CEFX	32675
9	CEFX	32676
10	CEFX	32677
11	CEFX	32678
12	CEFX	32684
13	CEFX	32685
14	CEFX	32691
15	CEFX	32692
16	CEFX	32693
17	CEFX	32694
18	CEFX	32695
19	CEFX	32696
20	CEFX	32697