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July 19, 1999

RECORDATION NO. 22212-A FILED

JUL 19 '99 11-50AM

Bellinger
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 three (3) copies of an Amendment to Security Agreement - Chattel Mortgage, dated as of July 16, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement-Chattel Mortgage previously filed with the Board under Recordation Number 22212.

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

Debtor: Southern Illinois Railcar Company
Executive Park Two
505 Buckeye Drive
Troy, IL 62294

Secured Party: Deutsche Financial Services
2333 Waukegan Road
Bannockburn, IL 60015

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached thereto.

Mr. Vernon Williams
July 19, 1999
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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.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO.

FILED

22212-A

JUL 19 '99

11-50AM

AMENDMENT TO
SECURITY AGREEMENT - CHATTEL MORTGAGE

DATED JUNE 25, 1999

BETWEEN

SOUTHERN ILLINOIS RAILCAR COMPANY,
Debtor

AND

DEUTSCHE FINANCIAL SERVICES CORPORATION,
Secured Party

Dated as of JULY 16, 1999

AMENDMENT TO
SECURITY AGREEMENT - CHATTEL MORTGAGE

THIS AMENDMENT TO SECURITY AGREEMENT - CHATTEL MORTGAGE dated as of July 16, 1999 (the "Amendment to Security Agreement") between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation (the "Debtor"), and DEUTSCHE FINANCIAL SERVICES CORPORATION, a Nevada corporation (together with its successors and assigns, the "Secured Party"), amends the Security Agreement-ChatTEL Mortgage dated June 25, 1999 (the "Security Agreement") entered into by Debtor and Secured Party.

RECITALS

A. Pursuant to Article 2 of the Term Loan Agreement entered into by Debtor, Southern Illinois Railcar Company, L.L.C. ("SIRC, LLC") and Secured Party on June 25, 1999 (the "Term Loan Agreement") and subject to conditions therein set forth, Secured Party has agreed to make a loan(s) to the Debtor or to SIRC, LLC in an aggregate principal amount up to \$15,000,000.00 (the "Secured Loan") evidenced by a secured promissory note or secured promissory notes executed by the Debtor or by SIRC, LLC in favor of Secured Party or its registered assigns, all in accordance with the terms and conditions of the Term Loan Agreement.

B. In accordance therewith, Debtor and Secured Party, on June 25, 1999, entered into the Security Agreement.

C. In consideration of a new advance under and subject to the Term Loan Agreement, the Security Agreement and the Loan Documents, which advance has been requested by Debtor, and which Secured Party has agreed to make, and for other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the Debtor and Secured Party hereby agree as follows:

AMENDMENT

The Security Agreement is hereby amended as follows:

1. In line two of Section 2.02, after the words "in Schedule A hereto", the phrase "as may be amended and/or supplemented from time to time" shall be inserted and be made a part thereof, as if originally contained therein.
2. In Section 2.03, immediately prior to the beginning of the Section, shall be inserted before the words "The Collateral", the words "In addition to the grant of security interest given in Section 2.01, above," as if originally contained

therein.

3. In line one of Section 2.03, after the words "also includes", the phrase "and Debtor hereby assigns to Secured Party" shall be inserted and be made a part thereof, as if originally contained therein.
4. In Section 2.03, in line six, after the phrase "in Schedule A to the Term Loan Agreement", the phrase "as may be amended and/or supplemented from time to time," shall be inserted and be made a part thereof, as if originally contained therein.
5. Subject to the grant of security interest given in Section 2.01 of the Security Agreement, and otherwise subject to Section 2, Security, as well as to the Security Agreement in its entirety, as herein amended, Schedule A to the Security Agreement, attached hereto, is hereby amended and supplemented to include additional Equipment as more fully described in the Schedule attached hereto and made a part hereof, all as if the said additional Equipment was contained in the original Schedule A and made part of the Security Agreement. "Equipment", as used herein, shall be as defined in the Security Agreement.

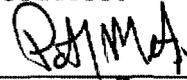
Except as modified, amended and supplemented herein, the Security Agreement is unchanged and remains in full force and effect.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Amended Security Agreement as of the day and year first written above.

SOUTHERN ILLINOIS RAILCAR COMPANY

By: 
Name: Fred L. Parsons
Title: President

DEUTSCHE FINANCIAL SERVICES CORPORATION

By: 
Name: Patrick J. Mazzanti
Title: Assistant Vice President

STATE OF ILLINOIS

: ss.

COUNTY OF Madison

On this 16th day of July, 1999, before me, personally appeared Fred L. Parsons to me personally known, who being by me duly sworn, says he is the President of Southern Illinois Railcar Company, that said instrument was signed on July 16, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janice A. Tweedy
Notary Public



STATE OF ILLINOIS

: ss.

COUNTY OF Madison

On this 16th day of July, 1999, before me, personally appeared Patrick J. Marzetti to me personally known, who being by me duly sworn, say they are the Assistant V.P. Deutsche Financial Services Corporation that said instrument was signed on July 16, 1999 on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janice A. Tweedy
Notary Public



**SCHEDULE TO AMENDED SECURITY AGREEMENT-CHattel MORTGAGE
 BETWEEN DEUTSCHE FINANCIAL SERVICES CORPORATION, SECURED PARTY
 AND SOUTHERN ILLINOIS RAILCAR COMPANY, DEBTOR
 DATED JULY 16, 1999**

<i>Current Marks</i>	<i>Original Marks</i>	<i>Year Built</i>	<i>Cubic Foot Capacity</i>	<i>Railcar Type</i>
SIRX009323	RUSX009323	1968	2600	COVERED HOPPER ✓
SIRX047068	BSMX047068	1970	2600	COVERED HOPPER ✓
SIRX047073	BSMX047073	1970	2600	COVERED HOPPER ✓
SIRX047081	BSMX047081	1970	2600	COVERED HOPPER ✓
SIRX047086	BSMX047086	1970	2600	COVERED HOPPER ✓
SIRX100103	ARR 010900	1967	6000	BOXCAR ✓
SIRX100104	ARR 010901	1967	6000	BOXCAR ✓
SIRX100105	ARR 010902	1967	6000	BOXCAR ✓
SIRX100106	ARR 010903	1967	6000	BOXCAR ✓
SIRX100107	ARR 010904	1967	6000	BOXCAR ✓
SIRX100108	ARR 010905	1967	6000	BOXCAR ✓
SIRX100109	ARR 010907	1967	6000	BOXCAR ✓
SIRX100110	ARR 010908	1967	6000	BOXCAR ✓
SIRX100111	ARR 010909	1967	6000	BOXCAR ✓
SIRX100112	ARR 010910	1967	6000	BOXCAR ✓
SIRX100113	ARR 010911	1967	6000	BOXCAR ✓
SIRX100114	ARR 010912	1967	6000	BOXCAR ✓
SIRX100115	ARR 010913	1967	6000	BOXCAR ✓
SIRX100116	ARR 010914	1967	6000	BOXCAR ✓
SIRX100117	ARR 010915	1967	6000	BOXCAR ✓
SIRX100118	ARR 010916	1967	6000	BOXCAR ✓
SIRX100119	ARR 010917	1967	6000	BOXCAR ✓
SIRX100120	ARR 010918	1967	6000	BOXCAR ✓
SIRX100121	ARR 010919	1967	6000	BOXCAR ✓
SIRX100122	ARR 010920	1967	6000	BOXCAR ✓
SIRX100123	ARR 010921	1967	6000	BOXCAR ✓
SIRX100124	ARR 010922	1967	6000	BOXCAR ✓
SIRX100125	ARR 010923	1967	6000	BOXCAR ✓
SIRX100126	ARR 010924	1967	6000	BOXCAR ✓

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<i>Current Marks</i>	<i>Original Marks</i>	<i>Year Built</i>	<i>Cubic Foot Capacity</i>	<i>Railcar Type</i>
SIRX100127	ARR 010925	1967	6000	BOXCAR ✓
SIRX100128	ARR 010927	1967	6000	BOXCAR ✓
SIRX100129	ARR 010928	1967	6000	BOXCAR ✓
SIRX100130	ARR 010929	1967	6000	BOXCAR ✓
SIRX100131	ARR 010930	1967	6000	BOXCAR ✓
SIRX100132	ARR 010931	1967	6000	BOXCAR ✓
SIRX100133	ARR 010932	1967	6000	BOXCAR ✓
SIRX100134	ARR 010933	1967	6000	BOXCAR ✓
SIRX100135	ARR 010934	1967	6000	BOXCAR ✓
SIRX100136	ARR 010935	1967	6000	BOXCAR ✓
SIRX100137	ARR 010936	1967	6000	BOXCAR ✓
SIRX100138	ARR 010937	1967	6000	BOXCAR ✓
SIRX100139	ARR 010938	1967	6000	BOXCAR ✓
SIRX100140	ARR 010939	1967	6000	BOXCAR ✓
SIRX100141	ARR 010940	1967	6000	BOXCAR ✓
SIRX100142	ARR 010941	1967	6000	BOXCAR ✓
SIRX100143	ARR 010942	1967	6000	BOXCAR ✓
SIRX100144	ARR 010943	1967	6000	BOXCAR ✓
SIRX100145	ARR 010944	1967	6000	BOXCAR ✓
SIRX100146	ARR 010945	1967	6000	BOXCAR ✓
SIRX100147	ARR 010946	1967	6000	BOXCAR ✓
SIRX100148	ARR 010947	1967	6000	BOXCAR ✓
SIRX100149	ARR 010948	1967	6000	BOXCAR ✓
SIRX100150	ARR 010949	1967	6000	BOXCAR ✓
SIRX400125	SCL 240687	1973	4000	COVERED HOPPER ✓
SIRX400129	SBD 245275	1973	4000	COVERED HOPPER ✓
SIRX400131	SBD 245928	1973	4000	COVERED HOPPER ✓
SIRX400132	SBD 245916	1973	4000	COVERED HOPPER ✓
SIRX400133	SCL 240471	1973	4000	COVERED HOPPER ✓
SIRX400136	CSXT245864	1973	4000	COVERED HOPPER ✓
SIRX400140	SBD 245637	1973	4000	COVERED HOPPER ✓
SIRX400141	SCL 240206	1973	4000	COVERED HOPPER ✓

<i>Current Marks</i>	<i>Original Marks</i>	<i>Year Built</i>	<i>Cubic Foot Capacity</i>	<i>Railcar Type</i>
SIRX400143	SBD 245306	1973	4000	COVERED HOPPER ✓
SIRX400145	SBD 246084	1973	4000	COVERED HOPPER ✓
SIRX400146	SCL 240234	1973	4000	COVERED HOPPER ✓
SIRX400148	SCL 240449	1973	4000	COVERED HOPPER ✓
SIRX001075	LRS 001075	1967	4427	COVERED HOPPER ✓
SIRX001076	LRS 001076	1967	4427	COVERED HOPPER ✓
SIRX001078	LRS 001078	1967	4427	COVERED HOPPER ✓
SIRX001079	LRS 001079	1967	4427	COVERED HOPPER ✓
SIRX001080	LRS 001080	1967	4427	COVERED HOPPER ✓
SIRX001082	LRS 001082	1967	4427	COVERED HOPPER ✓
SIRX001083	LRS 001083	1967	4427	COVERED HOPPER ✓
SIRX001084	LRS 001084	1967	4427	COVERED HOPPER ✓
SIRX400209	SCL 240548	1973	4000	COVERED HOPPER ✓
SIRX400211	BO 603982	1970	4000	COVERED HOPPER ✓
SIRX001085	LRS 001085	1967	4427	COVERED HOPPER ✓
SIRX001086	LRS 001086	1967	4427	COVERED HOPPER ✓
SIRX001087	LRS 001087	1967	4427	COVERED HOPPER ✓
SIRX001088	LRS 001088	1967	4427	COVERED HOPPER ✓
SIRX001089	LRS 001089	1967	4427	COVERED HOPPER ✓
SIRX400212	BO 603984	1970	4000	COVERED HOPPER ✓
SIRX442521	ATSF311258	1967	4427	COVERED HOPPER ✓
SIRX442522	ATSF311334	1967	4427	COVERED HOPPER ✓
SIRX442523	ATSF311394	1967	4427	COVERED HOPPER ✓
SIRX442524	ATSF311569	1971	4427	COVERED HOPPER ✓
SIRX442525	ATSF311690	1971	4427	COVERED HOPPER ✓
SIRX442526	ATSF311745	1971	4427	COVERED HOPPER ✓
SIRX442527	ATSF312263	1971	4427	COVERED HOPPER ✓

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