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EASTON, MD 21601-2718

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A PROFESSIONAL CORPORATION

10 LIGHT STREET
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TELEPHONE 410-727-6464

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30 WEST PATRICK STREET
FREDERICK, MD 21701-6903

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ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE
TOWSON, MD 21204-3965

1450 G STREET, N.W.
WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT
410-385-3424

July 12, 1995

via FEDERAL EXPRESS

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mrs. Janice Fort

RECORDATION NO. 18835-D

JUL 11 1995 11:00 AM

LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY
JUL 14 10 39 AM '95

Re: Our File No.: 258-1461

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11303 are one original and one notarized copy of the following document:

Amendment to Railcar Lease Agreement (3rd Additional Train) dated June 21, 1995 by and between Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) and Prestage Farms Inc. (P.O. Box 438, Clinton, N.C. 28328) and Carroll's Foods, Inc. (P.O. Box 438, Clinton, N.C. 28328) which relates to the Railcar Lease Agreement (3rd Additional Train) dated as of October 22, 1993 between Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) and Prestage Farms Inc. (P.O. Box 438, Clinton, N.C. 28328) and Carroll's Foods, Inc. (P.O. Box 438, Clinton, N.C. 28328) recorded with the Interstate Commerce Commission on June 7, 1994, under Recordation No. 18835-A.

Also enclosed is a check in the amount of \$21.00 to cover the costs of recordation.

Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, 9th Floor, Baltimore, Maryland 21202).

Thank you for your prompt attention to this matter. Please call me at (410) 385-3425 if you have any questions.

Sincerely,

Michele E. Sperato
Michele E. Sperato

REGISTRATION NO. 18835-D
JUL 14 1995 9:15 AM
NOTARY PUBLIC - ANNE ARUNDEL COUNTY

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Amendment to Railcar Lease Agreement (3rd Additional Train) is a true and complete copy of said Amendment to Railcar Lease Agreement (3rd Additional Train).

WITNESS my hand and seal this 12th day of July, 1995.

Deborah J. Hoopes
Notary Public



My Commission Expires: 7/27/98

RECORDATION NO. 18835-D
JUL 14 1995 11 15 AM

**AMENDMENT TO RAILCAR LEASE AGREEMENT
(3rd Additional Train)**

THIS AMENDMENT TO RAILCAR LEASE AGREEMENT (3rd Additional Train) (this "Agreement") is made as of this 21st day of June, 1995, by and between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation ("Lessor"), and PRESTAGE FARMS INC., a North Carolina corporation, and CARROLL'S FOODS INC., a North Carolina corporation (collectively, "Lessee"), witnesseth:

Recitals

- A. Lessor and Lessee entered into a Railcar Lease Agreement (3rd Additional Train) dated as of October 22, 1993 (the "Lease").
- B. The Lease was filed among the records of the Interstate Commerce Commission on June 7, 1994 at Recordation No. 18835-A.
- C. Lessor has substituted certain railcars under the Lease.
- D. Lessor and Lessee desire to amend certain provisions of the Lease to reflect such substitution.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree as follows:

- 1. The facts set forth above are true and accurate in each respect.
- 2. The Lease is hereby amended as follows:
Schedule A attached hereto is substituted for Schedule A attached to the Lease.
- 3. The term "this Agreement" as used in the Lease shall mean the Lease as modified herein unless the context clearly indicates or dictates a contrary meaning.
- 4. Lessee will execute such confirmatory instruments with respect to the Lease as Lessor may require.
- 5. Lessee ratifies and confirms all of its liabilities and obligations under the Lease and agrees that, except as expressly modified in this Agreement, the Lease continues in full force and effect as if set forth specifically herein.
- 6. This Agreement may not be amended, changed, modified, altered, or terminated without in each instance the prior written

consent of Lessor. This Agreement shall be construed in accordance with and governed by the laws of the State of Illinois.

7. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Agreement to be executed under seal as of the date first above written.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

Lisa Albrecht

By: [Signature] (SEAL)
Gary J. Goodman

ATTEST:

PRESTAGE FARMS INC.

[Signature]

By: [Signature] (SEAL)

ATTEST:

CARROLL'S FOODS INC.

[Signature]

By: [Signature] (SEAL)

STATE OF ILLINOIS, COUNTY OF MADISON, TO WIT:

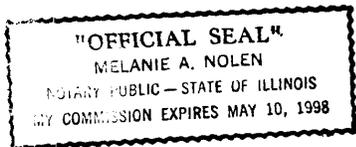
I HEREBY CERTIFY, that on this 26th day of June, 1995, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Gary J. Goodman, who acknowledged himself/herself to be the Vice President of Southern Illinois Railcar Company, an Illinois corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself/herself as Vice President.

AS WITNESS my hand and Notarial Seal.

Melanie A. Nolen
Notary Public

(SEAL)

My Commission Expires:



STATE OF North Carolina, County Duplin OF Duplin, TO WIT:

I HEREBY CERTIFY, that on this 21 day of June, 1995, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Von Johnson, who acknowledged himself/herself to be the Purchasing Mgr. of Prestage Farms Inc., a North Carolina corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Purchasing Mgr. of said corporation by signing the name of the corporation by himself/herself as Purchasing Mgr..

AS WITNESS my hand and Notarial Seal.

Lisa C. Black
Notary Public

(SEAL)

My Commission Expires: Sept. 30, 1998

STATE OF North Carolina, County Duplin OF Duplin, TO WIT:

I HEREBY CERTIFY, that on this 21 day of June, 1995, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Billy Holt, who acknowledged himself/herself to be the Purchasing Mgr. of Carroll's Foods Inc., a North Carolina corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Purchasing Mgr. of said corporation by signing the name of the corporation by himself/herself as Purchasing Mgr..

AS WITNESS my hand and Notarial Seal.

Lisa C. Black
Notary Public

(SEAL)

My Commission Expires: Sept. 30, 1998

A:7N146121.AME/Fordue/DLsk1/car

RAILCAR LEASE AGREEMENT
(3RD ADDITIONAL TRAIN)

SCHEDULE "A"

CAR INITIAL & NUMBER

AEX	502	AEX	561
AEX	503	AEX	505
AEX	507	AEX	541
AEX	511	AEX	510
AEX	514	AEX	551
AEX	516	AEX	240613 <i>882453</i> <i>5/26/94</i>
AEX	518	SIRX	49136
AEX	524	SIRX	49161
AEX	525	SIRX	49173
AEX	538	SIRX	49195
AEX	542	SIRX	49196
AEX	548	SIRX	49263
AEX	549	SIRX	53616
AEX	552	SIRX	53653
AEX	553	SIRX	49146
AEX	555	SIRX	49214
AEX	562	SIRX	49225
AEX	563	SIRX	49279
AEX	565	SIRX	52912
AEX	569	SIRX	53664
AEX	521	SIRX	478721
AEX	566	SIRX	478725
			BO 606645 TO BE RESTENCILED
AEX	512		CSXT247244 TO BE BESTENCILED
AEX	527		LN 205043 TO BE RESTENCILED
AEX	528		LN 240647 TO BE RESTENCILED
AEX	529	<i>SBD 24615</i>	SIRX TO BE DETERMINED
		<i>SIRX 10351</i>	SIRX TO BE DETERMINED
		<i>BO 60641</i>	SIRX TO BE DETERMINED
AEX	546	<i>LN 205043</i>	SIRX TO BE DETERMINED
		<i>WE 6051</i>	SIRX TO BE DETERMINED
		<i>WE 6054</i>	SIRX TO BE DETERMINED
AEX	559	<i>SIRX 6053</i>	SIRX TO BE DETERMINED
SIRX	460207		
SIRX	460209		
SIRX	460215		
SIRX	460279		
SIRX	475051		

5/26/94

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

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600 WASHINGTON AVENUE
TOWSON, MD 21204-3965

1450 G STREET, N.W.
WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT
410-385-3424

July 20, 1995

via FEDERAL EXPRESS

Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1461

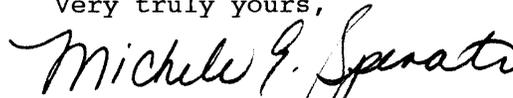
Dear Mrs. Fort:

On July 14, 1995 at 10:45 a.m., under Recordation No. 18835-D, the Amendment to Railcar Lease Agreement (3rd Additional Train) dated June 21, 1995 by and between Southern Illinois Railcar Company and Prestage Farms Inc. and Carroll's Foods, Inc. was filed with the Interstate Commerce Commission. Enclosed for your information is a copy of page 1 of that document.

Schedule A (page A-1) that was filed with this document was incorrect. Accordingly, enclosed is the correct Schedule A to be recorded with the Amendment and request that you substitute the "New" Schedule A for the one that is now attached to the Amendment and discard the "Old" Schedule A.

I apologize for any inconvenience this substitution may cause. Please call me at (410) 385-3425 to verify that the substitution has been made.

Very truly yours,



Michele E. Sperato,
Secretary to John A. Stalfort

Enclosure

2

RECORDATION NO. 18835-D FILED 1425

**AMENDMENT TO RAILCAR LEASE AGREEMENT
(3rd Additional Train)**

JUL 14 1995 10 45 AM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO RAILCAR LEASE AGREEMENT (3rd Additional Train) (this "Agreement") is made as of this 21st day of June, 1995, by and between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation ("Lessor"), and PRESTAGE FARMS INC., a North Carolina corporation, and CARROLL'S FOODS INC., a North Carolina corporation (collectively, "Lessee"), witnesseth:

Recitals

- A. Lessor and Lessee entered into a Railcar Lease Agreement (3rd Additional Train) dated as of October 22, 1993 (the "Lease").
- B. The Lease was filed among the records of the Interstate Commerce Commission on June 7, 1994 at Recordation No. 18835-A.
- C. Lessor has substituted certain railcars under the Lease.
- D. Lessor and Lessee desire to amend certain provisions of the Lease to reflect such substitution.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree as follows:

- 1. The facts set forth above are true and accurate in each respect.
- 2. The Lease is hereby amended as follows:
Schedule A attached hereto is substituted for Schedule A attached to the Lease.
- 3. The term "this Agreement" as used in the Lease shall mean the Lease as modified herein unless the context clearly indicates or dictates a contrary meaning.
- 4. Lessee will execute such confirmatory instruments with respect to the Lease as Lessor may require.
- 5. Lessee ratifies and confirms all of its liabilities and obligations under the Lease and agrees that, except as expressly modified in this Agreement, the Lease continues in full force and effect as if set forth specifically herein.
- 6. This Agreement may not be amended, changed, modified, altered, or terminated without in each instance the prior written

SCHEDULE A

DESCRIPTION OF REPLACEMENT CARS

Five (5) covered hopper cars bearing car numbers and marks:

SIRX 460207
SIRX 460209
SIRX 460215
SIRX 460279
SIRX 475051

*Copy of
"old" schedule
- to be substituted w/
attached "new"
schedule*

SCHEDULE A

DESCRIPTION OF REPLACEMENT CARS

Five (5) covered hopper cars bearing car numbers and marks:

SIRX 460207
SIRX 460209
SIRX 460215
SIRX 460279
SIRX 475051