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LAW OFFICES  
**MILES & STOCKBRIDGE**

300 ACADEMY STREET  
CAMBRIDGE, MD 21613-1865

A PROFESSIONAL CORPORATION  
10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

30 WEST PATRICK STREET  
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET  
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE  
TOWSON, MD 21204-3965

11350 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

1450 G STREET, N.W.  
WASHINGTON, D.C. 20005-2000

July 12, 1995

JOHN A. STALFORT  
410-385-3424

RECORDATION NO. 18835-E

JUL 14 1995 10:39 AM

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

via FEDERAL EXPRESS

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

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:

Assignment of Lessor's Interest in Leases Modification Agreement dated June 26, 1995 by and between Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) and The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the Assignment of Lessor's Interest in Leases dated as of May 27, 1994 by and between Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) and The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) recorded with the Interstate Commerce Commission on June 7, 1994, under Recordation No. 18835-B.)

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

Enclosures

18835-E

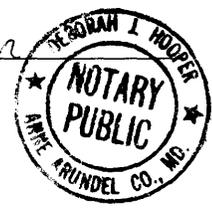
JUL 14 1995 11:15 AM

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

I HEREBY CERTIFY that the attached Assignment of Lessor's Interest in Leases Modification Agreement is a true and complete copy of said Assignment of Lessor's Interest in Leases Modification Agreement.

WITNESS my hand and seal this 12<sup>th</sup> day of July, 1995.

*Deborah J. Hopper*  
Notary Public



My Commission Expires: 7/27/98

RECORDATION NO. 18835-E  
JUL 14 1995 10:15 AM

**ASSIGNMENT OF LESSOR'S INTEREST IN LEASES  
MODIFICATION AGREEMENT**

THIS ASSIGNMENT OF LESSOR'S INTEREST IN LEASES MODIFICATION AGREEMENT (this "Agreement") is made as of this ~~26TH~~ <sup>JUNE</sup> day of JUNE, 1995, by and between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois Corporation (THE "Assignor"), and THE FIRST NATIONAL BANK OF MARYLAND, a national banking association (the "Assignee"), witnesseth:

**Recitals**

- A. Assignor executed and delivered an Assignment of Lessor's Interest in Leases dated as of May 27, 1994 (the "Assignment") in favor of Assignee.
- B. The Assignment was filed among the records of the Interstate Commerce Commission on June 7, 1994 at Recordation No. 18835-B.
- C. Assignor has substituted certain railcars under the Leases (as defined in the Assignment).
- D. Assignor and Assignee desire to amend certain provisions of the Assignment 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, Assignor and Assignee hereby agree as follows.

- 1. The facts set forth above are true and accurate in each respect.
- 2. The Assignment is hereby amended as follows:  
Schedule A attached hereto is substituted for Schedule A attached to the Assignment.
- 3. The term "this Agreement" as used in the Assignment shall mean the Assignment as modified herein unless the context clearly indicates or dictates a contrary meaning.
- 4. Assignor will execute such confirmatory instruments with respect to the Assignment as Assignee may require.
- 5. Assignor ratifies and confirms all of its liabilities and obligations under the Assignment and agrees that, except as expressly modified in this Agreement, the Assignment 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 Assignee. This Agreement shall be construed in accordance with and governed by the laws of the State of Maryland.

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

[SIGNATURES APPEAR ON FOLLOWING]

STATE OF MARYLAND, County OF Anne Arundel, TO WIT:

I HEREBY CERTIFY, that on this 26th day of June, 1995, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, the Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said Bank by signing the name of the Bank by himself as Vice President.

AS WITNESS my hand and notarial seal.

Joan F. Biber  
Notary Public



My Commission Expires: 6/24/97

A:FN146119.ASS

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

ATTEST: SOUTHERN ILLINOIS RAILCAR COMPANY

Robert T. Bailey By: [Signature] (SEAL)

WITNESS: THE FIRST NATIONAL BANK OF MARYLAND

John A. Stalport By: [Signature] (SEAL)

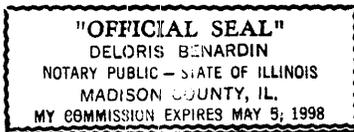
STATE OF ILLINOIS, County OF MADISON, TO WIT:

I HEREBY CERTIFY, that on this 26TH day of JUNE, 1995, before me, the undersigned, a Notary Public of the State of <sup>ILLINOIS</sup> ~~Maryland~~, personally appeared GARY J. GOODMAN, who acknowledged himself to be a 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 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 as VICE PRESIDENT.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My Commission Expires:



DESCRIPTION OF ORIGINAL CARS

One Hundred Thirty-Two (132) covered hopper cars

Car Numbers and Marks:

SIRX 53624	SIRX 465018
SIRX 53630	SIRX 465019
SIRX 49135	SIRX 465027
SIRX 49244	SIRX 470000
SIRX 460001	SIRX 470004
SIRX 465013	
SIRX 465026	SIRX 460006
SIRX 470002	
SIRX 470005	
SIRX 475017	
SIRX 475018	
SIRX 475019	SIRX 465003
SIRX 460014	SIRX 476347
SIRX 460193	SIRX 460002
SIRX 460194	SIRX 460003
SIRX 470100	SIRX 460007
SIRX 21009	SIRX 460013
SIRX 21014	SIRX 465006
SIRX 21018	SIRX 465007
SIRX 480000	SIRX 465009
SIRX 53651	SIRX 465010
SIRX 53646	SIRX 465017
SIRX 460004	SIRX 465024
SIRX 460005	SIRX 465025
SIRX 460010	SIRX 472504
SIRX 53652	SIRX 460008
SIRX 460009	SIRX 465001
SIRX 465000	SIRX 465023
SIRX 465005	SIRX 465002
SIRX 465014	SIRX 465004
SIRX 460011	SIRX 465011
SIRX 465002	SIRX 465015
SIRX 465016	SIRX 465021
SIRX 460207	SIRX 475044
SIRX 460209	SIRX 475046
SIRX 460215	SIRX 475047
SIRX 460279	SIRX 475048
SIRX 475043	SIRX 475051

Car Numbers and Marks:

ABX 502  
ABX 503  
ABX 507  
ABX 511  
ABX 514  
ABX 516  
ABX 518  
ABX 524  
ABX 525  
ABX 538  
ABX 542  
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ABX 569  
ABX 571  
ABX 566  
  
ABX 512  
ABX 527  
ABX 528  
ABX 529  
  
ABX 546  
  
ABX 559

ABX 561  
ABX 505  
ABX 541  
ABX 510  
ABX 551  
ABX ~~248613~~ BR6452  
SIRX 49136  
SIRX 49161  
SIRX 49173  
SIRX 49195  
SIRX 49196  
SIRX 49263  
SIRX 53616  
SIRX 53653  
SIRX 49146  
SIRX 49214  
SIRX 49225  
SIRX 49279  
SIRX 52912  
SIRX 53664  
SIRX 478721  
SIRX 478725  
BO 606645 TO BE RESTENCILED  
CSST247244 TO BE RESTENCILED  
LN 205043 TO BE RESTENCILED  
LN 240647 TO BE RESTENCILED  
SBD 246185  
SIRX 10351  
BO 606461  
LN 205043  
WE 6051  
WE 6054  
SIRX 6053