



The David J. Joseph Company

June 20, 1996

Mr Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave , NW
Washington, DC 20423

16827-A
JUN 2 1996

JUN 25 9 51 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr Williams

Enclosed is an original and one copy of the Amendment to Railroad Equipment Lease dated as of May 2, 1996 between the following parties

Lessor The David J Joseph Company
 300 Pike Street
 Cincinnati, OH 45202

Lessee Peoria & Pekin Union Railway Company
 101 Wesley Road
 Creve Coeur, IL 61611

Please see the listing attached hereto for the Equipment involved in this transaction

The lease to which this document is connected is recorded under Recordation No 16827

Please file this agreement as a secondary document The amount of \$21 00 is included in the enclosed check

Sincerely,

THE DAVID J JOSEPH COMPANY

Julia R Jones
Contract Assistant

Enclosures

EXHIBIT A

DESCRIPTION OF UNITS

Twenty (20) 100T Roller Bearing Gondolas, bearing the car numbers PPU 2050 - 2069.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

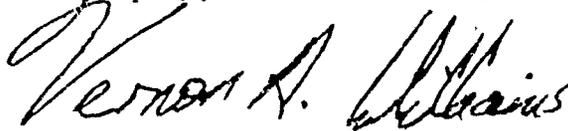
6/25/96

Juila R. Jones
Contract Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/25/96 at 9:55AM, and assigned recordation number(s) 16827-A., 18917-B and 18917-C.

Sincerely yours,

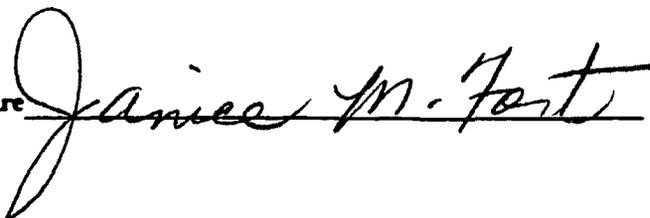


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

AMENDMENT TO
RAILROAD EQUIPMENT LEASE

16827-A
JUN 2 1996 AM

This Amendment to the Railroad Equipment Lease (the "Amendment"), is entered into this 2nd day of May, 1996, by and between The David J. Joseph Company, a Delaware corporation (hereinafter referred to as "Lessor") and Peoria & Pekin Union Railway Company, an Illinois corporation (hereinafter referred to as "Lessee"), amending that certain Railroad Equipment Lease (the "Lease") dated April 26, 1989, by and between Lessor and Lessee covering the twenty (20) railcars, which are subject to the Lease (the "Cars").

WHEREAS, the parties desire to amend the Lease to extend the Lease expiration date from May 31, 1996 to May 31, 1999 for all twenty (20) Cars which are subject to the Lease.

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

The Lease is amended by extending the Lease expiration date from May 31, 1996 to May 31, 1999 for all Cars which are subject to this Lease. All other terms and conditions of the Lease and Amendment remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written

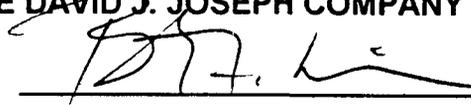
Signed and acknowledged
in the presence of

Linda M. Saugelman

LESSOR

THE DAVID J. JOSEPH COMPANY

BY



NAME Douglas F. McMillan

TITLE Vice President

DATE May 2, 1996

Signed and acknowledged
in the presence of

Catherine Ripper

LESSEE

PEORIA & PEKIN UNION RAILWAY CO.

BY



NAME Jack B. Reeser

TITLE Vice President-Operations

DATE May 29, 1996

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 2nd day of May, 1996, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julia R. Jones
Notary Public

My Commission expires:
2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF ILLINOIS)
)
COUNTY OF TAZEWELL) SS:

The foregoing instrument was acknowledged before me this 27th day of May, 1996, by Jack Brewer, the V.P. - Operators of Peoria & Pekin Union Railway Company, an Illinois corporation, on behalf of the corporation.

Catherine B Ripper
Notary Public

My Commission expires
9-10-96

