

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER  
425 WALNUT STREET  
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE  
SUITE 600 — 825 INDIANA AVENUE, N. W.  
WASHINGTON, D.C. 20004-2901  
202-628-2838  
FAX: 202-347-3419

513-381-2838  
CABLE: TAFTHOL TWX: 810-461-2623  
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE  
21 EAST STATE STREET  
COLUMBUS, OHIO 43215-4221  
614-221-2838  
FAX: 614-221-2007

NORTHERN KENTUCKY OFFICE  
THOMAS MORE CENTRE  
2670 CHANCELLOR DRIVE  
CRESTVIEW HILLS, KENTUCKY 41017-3491  
606-331-2838  
513-381-2838  
FAX: 513-381-8813

March 15 1993

**CERTIFIED MAIL/RETURN RECEIPT REQUESTED**

Interstate Commerce Commission  
12th Street & Constitution Ave., N.W.  
Washington, D.C. 20423  
Attn: Mildred Lee  
Room 2303

RECORDATION NO. 17964-A FILED 1425 3-085A032  
MAR 20 1993 3:45 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated December 14, 1992. The primary document to which it relates is a Railroad Equipment Lease dated July 22, 1992 and filed under recordation number 17964. We request that the enclosed document be cross indexed.

The names and addresses of the parties to the document are as follows:

LESSOR: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

LESSEE: Southern Illinois Railcar Corporation  
One Mark Twain Plaza, Suite 225  
Edwardsville, Illinois 62025

The equipment covered by the enclosed document is thirty-four (34) 100 ton, covered hopper cars currently bearing the reporting marks set forth in Exhibit A hereto.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

606-331-2838

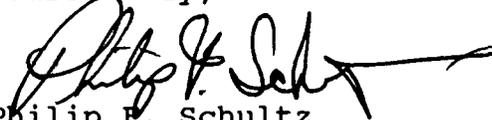
Ms. Mildred Lee  
March 15, 1993  
Page 2

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

An Amendment to Railroad Equipment Lease between Southern Illinois Railcar, One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62026, as Lessee and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessor dated December 14, 1992 and covering thirty-four (34) 100 ton, covered hopper cars.

Please call me if you should have any questions.

Yours truly,



Philip P. Schultz  
Attorney for  
The David J. Joseph Company

PFS/taj  
Enclosure

iccfla8.djj

EXHIBIT A

DESCRIPTION OF UNITS

Thirty-four (34) 100 ton covered hopper railcars bearing the reporting marks listed below:

	<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
Group A:	BO 831009	SIRX 400009
Steel body type	BO 603947	SIRX 400007
	BO 603979	SIRX 400008
	BO 603915	SIRX 400005
	CSXT 203107	SIRX 400015
	CO 002416	SIRX 400010
	BO 603917	SIRX 400006
	CO 002471	SIRX 400013
	CO 002417	SIRX 400011
	CO 002432	SIRX 400012
	CO 002472	SIRX 400014
	SBD 245000	SIRX 400017
Group B:	SBD 246478	SIRX 465022
Steel body type	CO 002766	SIRX 460017
	WM 004690	SIRX 442713
	BO 837018	SIRX 460015
	CSXT 203150	SIRX 460018
	CO 002765	SIRX 460016
	CSXT 203151	SIRX 460019
Group C:	SCL 835083	SIRX 475001
Aluminum body type	SCL 835036	SIRX 475000
	SAL 035167	SIRX 470009
	SAL 035224	SIRX 470011
	SCL 835204	SIRX 470015
	SBD 248768	SIRX 480002
	SAL 035192	SIRX 470010
	SBD 249125	SIRX 470013
	CSXT 249082	SIRX 470001
	SAL 035138	SIRX 470007
	LN 250002	SIRX 480001
	SBD 249088	SIRX 470012
	SAL 035166	SIRX 470008
	CSXT 249118	SIRX 470006
	SBD 249159	SIRX 470014

Interstate Commerce Commission  
Washington, D.C. 20423

3/30/93

OFFICE OF THE SECRETARY

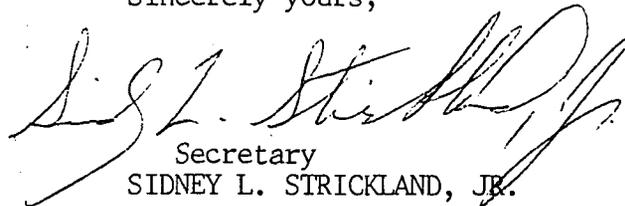
Philip F. Schultz  
Taft, Stettinius, & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, Ohio 45202-3957

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **3/26/93** at **3:45pm**, and assigned  
recordation number(s).

17964-A

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

AMENDMENT TO  
RAILROAD EQUIPMENT LEASE

MAR 26 1993 3:45 PM

INTERSTATE COMMERCE COMMISSION

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 14th day of December, 1992, by and between The David J. Joseph Company, a Delaware corporation, (hereinafter referred to as "Lessor") and Southern Illinois Railcar Company, an Illinois corporation, (hereinafter referred to as "Lessee") amending that certain Railroad Equipment Lease (the "Lease") dated July 22, 1992, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission on October 5, 1992 with recordation number 17964;

WHEREAS, the parties desire to amend the Lease to reflect the actual quantity of 100 ton covered hopper railcars (such railcars hereinafter collectively referred to as "Units" and individually as a "Unit") from up to thirty-six (36) Units to thirty-four (34) Units and to reflect the restencilling of the thirty-four (34) Units, which are the subject of 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 to reflect the actual quantity of Units, which are the subject of this Lease, from up to thirty-six (36) Units to thirty-four (34) Units and to reflect the restencilling of the thirty-four (34) Units by deleting Exhibit A to the Lease in its entirety and replacing it with Exhibit A attached hereto. All other terms and conditions of the Lease 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.

LESSOR:

Signed and acknowledged  
in the presence of:

THE DAVID J. JOSEPH COMPANY

Susan L. Hardinburg

BY:

[Signature]

NAME:

DOUGLAS F. McMILLAN

TITLE:

VICE PRESIDENT

Steven E. Ward

LESSEE:

Signed and acknowledged  
in the presence of:

SOUTHERN ILLINOIS RAILCAR CORPORATION

Albra J. Nemick

BY:

[Signature]

NAME:

Fred L. Prosser

TITLE:

PRESIDENT

Doug McC

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON)

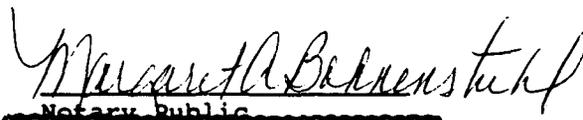
The foregoing instrument was acknowledged before me this 3<sup>RD</sup> day of MARCH, 1993, by Douglas F. McMillan the VICE PRESIDENT of The David J. Joseph Company, a Delaware corporation, on behalf of the Corporation.

  
Notary Public

JAMES H. GOETZ  
Notary Public, State of Ohio  
My Commission Expires July 10, 1995

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF MADISON )

The foregoing instrument was acknowledged before me this 23 day of December, 1992, by Fred L. Parsons, the President of Southern Illinois Railcar Company, an Illinois corporation, on behalf of the corporation.

  
Notary Public

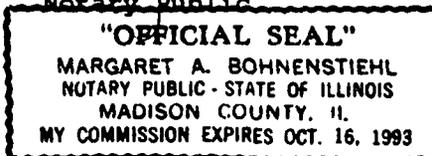


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	BO 603917	SIRX 400006
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	CO 002417	SIRX 400011
	CO 002432	SIRX 400012
	CO 002472	SIRX 400014
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	CO 002765	SIRX 460016
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	SAL 035224	SIRX 470011
	SCL 835204	SIRX 470015
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	LN 250002	SIRX 480001
	SBD 249088	SIRX 470012
	SAL 035166	SIRX 470008
	CSXT 249118	SIRX 470006
	SBD 249159	SIRX 470014

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., 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

STEPHEN M. GRIFFITH, JR., Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
Date, Section 147.03 O.R.C.