ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
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0100124031

RECORDATION NO. 18272-B FILED 1425

FEB 25 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

February 25, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of an Amendment to Rider 1, dated July 27, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement dated May 16, 1991 which contains Rider 1 and which, with the Assignment and Assumption Agreement, was duly filed with the Commission under Recordation Number 18272 on June 24, 1993.

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

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

Lessee: Peabody Terminals, Inc.
200 N. Broadway
St. Louis, Missouri 63102

A description of the railroad equipment covered by the enclosed document is:

two hundred twenty-five (225) Pullman built gondola cars bearing DJJX road marks and numbers as set forth in Exhibit B to the Amendment.

RECEIVED
OFFICE OF THE
SECRETARY
FEB 25 11 01 AM '94
LICENSING BRANCH

Also enclosed is a check in the amount of $18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

ICC
COPY

FIFTH THIRD LEASING COMPANY

RECORDATION NO. 18272-B FILED 1425

FEB 25 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

I hereby certify that the documents attached are true and exact copies of the Amendment to Rider 1, by and between The David J. Joseph Company as Lessor and Peabody Terminals as Lessee, dated 7/27/93.

David A. Jackson
Senior Vice President
The Fifth Third Leasing Company

DAJ/cmm

Enclosures

Sworn to before me and subscribed

In my presence the 24 day of Feb 1994
(Seal)

Marsha J Bubeck
Clerk-Deputy Clerk-Notary Public

My commission expires _____ 19____

MARSHA J. BUBECK, Notary Public
in and for the State of Ohio
My Commission Expires Oct. 29, 1995

38 Fountain Square Plaza • Cincinnati, Ohio 45263 • (513) 579-4239

AMENDMENT TO

RIDER 1

RECORDATION NO._____FILED 1425

FEB 25 1994 -11 10 AM

INTERSTATE COMMERCE COMMISSION

This amendment to Rider 1 (the "Amendment-2") is entered into this 27th day of July 1993, by and among The David J. Joseph Company, a Delaware corporation (hereinafter referred to as Lessor) and Peabody Terminals, Inc., a Delaware corporation (hereinafter referred to as Lessee).

WHEREAS, Lessor and Lessee are both parties to that certain Lease Agreement for Railroad Cars dated May 16, 1991 (the "Lease") and such Lease contains that certain Rider 1 dated May 16, 1991 (the "Rider") and such Rider was amended on July 13, 1993 (the "Amendment").

WHEREAS, Lessor and Lessee now wish to further amend the Rider of such 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 Rider is amended to reflect the replacement of the two hundred twenty five (225) 1970-1971 Thrall built gondola railcars as described in Exhibit A attached hereto (such railcars hereinafter referred to as the "Thrall Cars") with the two hundred twenty five (225) 1976 Pullman Standard built gondola railcars as described in Exhibit B attached hereto. The Thrall Cars are hereby deleted from the Lease, Rider and Amendment. Rider 1-2 is hereby deleted and replaced with Exhibit C attached hereto. The Lessee hereby accepts the railcars as described in Exhibit C (such railcars hereinafter referred to as the "Pullman Cars") and such Pullman Cars are subject to all the terms and conditions of the Lease, Rider and Amendment. All other terms and conditions of the Lease, Rider and Amendment shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment-2 to be executed as of the day and year first above written.

Signed and acknowledged in the presence of:

Steven E. Ward

Jo Ann Brems

Signed and acknowledged in the presence of:

David H. Gambrel

THE DAVID J. JOSEPH COMPANY

BY: D F McMillan

NAME: DOUGLAS F. McMILLAN

TITLE: VICE PRESIDENT

PEABODY TERMINALS, INC.

BY: R. M. Whiting Jr.

NAME: R. M. WHITING

TITLE: VICE PRESIDENT

EXHIBIT A

LIST OF RAILCARS

Two hundred twenty-five (225) 1970-1971 Thrall built, 100 ton, 4,000 cubic capacity, gondola railcars currently bearing reporting marks as follows:

PLMX	6005	PLMX	6277	PLMX	8055	PLMX	8214
PLMX	6014	PLMX	6278	PLMX	8060	PLMX	8220
PLMX	6017	PLMX	6279	PLMX	8062	PLMX	8221
PLMX	6019	PLMX	6282	PLMX	8065	PLMX	8222
PLMX	6023	PLMX	6289	PLMX	8066	PLMX	8225
PLMX	6039	PLMX	6290	PLMX	8071	PLMX	8227
PLMX	6042	PLMX	6292	PLMX	8078	PLMX	8230
PLMX	6043	PLMX	6509	PLMX	8080	PLMX	8232
PLMX	6044	PLMX	6552	PLMX	8081	PLMX	8238
PLMX	6046	PLMX	6601	PLMX	8085	PLMX	8241
PLMX	6053	PLMX	6610	PLMX	8090	PLMX	8243
PLMX	6063	PLMX	6612	PLMX	8091	PLMX	8244
PLMX	6070	PLMX	6627	PLMX	8092	PLMX	8247
PLMX	6096	PLMX	6630	PLMX	8094	PLMX	8281
PLMX	6099	PLMX	6634	PLMX	8097	PLMX	8283
PLMX	6100	PLMX	6636	PLMX	8101	PLMX	8285
PLMX	6105	PLMX	6640	PLMX	8102	PLMX	8288
PLMX	6106	PLMX	6644	PLMX	8104	PLMX	8294
PLMX	6109	PLMX	6648	PLMX	8108	PLMX	8298
PLMX	6119	PLMX	6660	PLMX	8113	PLMX	8300
PLMX	6121	PLMX	6664	PLMX	8115	PLMX	8304
PLMX	6140	PLMX	6668	PLMX	8123	PLMX	8307
PLMX	6141	PLMX	6678	PLMX	8127	PLMX	8315
PLMX	6143	PLMX	6682	PLMX	8128	PLMX	8320
PLMX	6162	PLMX	6684	PLMX	8130	PLMX	8323
PLMX	6164	PLMX	6688	PLMX	8131	PLMX	8324
PLMX	6165	PLMX	6690	PLMX	8132	PLMX	8331
PLMX	6170	PLMX	6691	PLMX	8138	PLMX	8333
PLMX	6173	PLMX	6697	PLMX	8142	PLMX	8335
PLMX	6175	PLMX	6815	PLMX	8144	PLMX	8336
PLMX	6182	PLMX	8001	PLMX	8145	PLMX	8343
PLMX	6187	PLMX	8004	PLMX	8148	PLMX	8351
PLMX	6191	PLMX	8006	PLMX	8149	PLMX	8352
PLMX	6196	PLMX	8015	PLMX	8152	PLMX	8353
PLMX	6200	PLMX	8016	PLMX	8154	PLMX	8357
PLMX	6203	PLMX	8022	PLMX	8156	PLMX	8359
PLMX	6204	PLMX	8026	PLMX	8158	PLMX	8360
PLMX	6206	PLMX	8027	PLMX	8159	PLMX	8361
PLMX	6216	PLMX	8028	PLMX	8161	PLMX	8364
PLMX	6217	PLMX	8030	PLMX	8166	PLMX	8367
PLMX	6228	PLMX	8034	PLMX	8168	PLMX	8371
PLMX	6257	PLMX	8037	PLMX	8174	PLMX	8372
PLMX	6264	PLMX	8041	PLMX	8190	PLMX	8374
PLMX	6266	PLMX	8048	PLMX	8193	PLMX	8380
PLMX	6268	PLMX	8050	PLMX	8198	PLMX	8383
PLMX	6271	PLMX	8052	PLMX	8199	PLMX	8388
PLMX	6276	PLMX	8054	PLMX	8213	PLMX	8390

EXHIBIT A (cont.)

PLMX	8391	PLMX	8455	PLMX	8492	PLMX	8530
PLMX	8396	PLMX	8456	PLMX	8505	PLMX	8531
PLMX	8400	PLMX	8462	PLMX	8506	PLMX	8532
PLMX	8406	PLMX	8467	PLMX	8507	PLMX	8535
PLMX	8414	PLMX	8477	PLMX	8513	PLMX	8540
PLMX	8421	PLMX	8479	PLMX	8514	PLMX	8542
PLMX	8428	PLMX	8481	PLMX	8518	PLMX	8545
PLMX	8442	PLMX	8485	PLMX	8526	PLMX	8547
PLMX	8445	PLMX	8487	PLMX	8527	PLMX	8551
PLMX	8452						

LIST OF RAILCARS

Two hundred twenty-five (225) 1976 Pullman Standard built, 100 ton, 4,000 cubic capacity, gondola railcars currently bearing reporting marks as follows:

DJJX	8365	DJJX	8412	DJJX	8459	DJJX	8506
DJJX	8366	DJJX	8413	DJJX	8460	DJJX	8507
DJJX	8367	DJJX	8414	DJJX	8461	DJJX	8508
DJJX	8368	DJJX	8415	DJJX	8462	DJJX	8509
DJJX	8369	DJJX	8416	DJJX	8463	DJJX	8510
DJJX	8370	DJJX	8417	DJJX	8464	DJJX	8511
DJJX	8371	DJJX	8418	DJJX	8465	DJJX	8512
DJJX	8372	DJJX	8419	DJJX	8466	DJJX	8513
DJJX	8373	DJJX	8420	DJJX	8467	DJJX	8514
DJJX	8374	DJJX	8421	DJJX	8468	DJJX	8515
DJJX	8375	DJJX	8422	DJJX	8469	DJJX	8516
DJJX	8376	DJJX	8423	DJJX	8470	DJJX	8517
DJJX	8377	DJJX	8424	DJJX	8471	DJJX	8518
DJJX	8378	DJJX	8425	DJJX	8472	DJJX	8519
DJJX	8379	DJJX	8426	DJJX	8473	DJJX	8520
DJJX	8380	DJJX	8427	DJJX	8474	DJJX	8521
DJJX	8381	DJJX	8428	DJJX	8475	DJJX	8522
DJJX	8382	DJJX	8429	DJJX	8476	DJJX	8523
DJJX	8383	DJJX	8430	DJJX	8477	DJJX	8524
DJJX	8384	DJJX	8431	DJJX	8478	DJJX	8525
DJJX	8385	DJJX	8432	DJJX	8479	DJJX	8526
DJJX	8386	DJJX	8433	DJJX	8480	DJJX	8527
DJJX	8387	DJJX	8434	DJJX	8481	DJJX	8528
DJJX	8388	DJJX	8435	DJJX	8482	DJJX	8529
DJJX	8389	DJJX	8436	DJJX	8483	DJJX	8530
DJJX	8390	DJJX	8437	DJJX	8484	DJJX	8531
DJJX	8391	DJJX	8438	DJJX	8485	DJJX	8532
DJJX	8392	DJJX	8439	DJJX	8486	DJJX	8533
DJJX	8393	DJJX	8440	DJJX	8487	DJJX	8534
DJJX	8394	DJJX	8441	DJJX	8488	DJJX	8535
DJJX	8395	DJJX	8442	DJJX	8489	DJJX	8536
DJJX	8396	DJJX	8443	DJJX	8490	DJJX	8537
DJJX	8397	DJJX	8444	DJJX	8491	DJJX	8538
DJJX	8398	DJJX	8445	DJJX	8492	DJJX	8539
DJJX	8399	DJJX	8446	DJJX	8493	DJJX	8540
DJJX	8400	DJJX	8447	DJJX	8494	DJJX	8541
DJJX	8401	DJJX	8448	DJJX	8495	DJJX	8542
DJJX	8402	DJJX	8449	DJJX	8496	DJJX	8543
DJJX	8403	DJJX	8450	DJJX	8497	DJJX	8544
DJJX	8404	DJJX	8451	DJJX	8498	DJJX	8545
DJJX	8405	DJJX	8452	DJJX	8499	DJJX	8546
DJJX	8406	DJJX	8453	DJJX	8500	DJJX	8547
DJJX	8407	DJJX	8454	DJJX	8501	DJJX	8548
DJJX	8408	DJJX	8455	DJJX	8502	DJJX	8549
DJJX	8409	DJJX	8456	DJJX	8503	DJJX	8550
DJJX	8410	DJJX	8457	DJJX	8504	DJJX	8551
DJJX	8411	DJJX	8458	DJJX	8505	DJJX	8552

EXHIBIT B (cont.)

DJJX	8553	DJJX	8563	DJJX	8572	DJJX	8581
DJJX	8554	DJJX	8564	DJJX	8573	DJJX	8582
DJJX	8555	DJJX	8565	DJJX	8574	DJJX	8583
DJJX	8556	DJJX	8566	DJJX	8575	DJJX	8584
DJJX	8557	DJJX	8567	DJJX	8576	DJJX	8585
DJJX	8558	DJJX	8568	DJJX	8577	DJJX	8586
DJJX	8559	DJJX	8569	DJJX	8578	DJJX	8587
DJJX	8560	DJJX	8570	DJJX	8579	DJJX	8588
DJJX	8561	DJJX	8571	DJJX	8580	DJJX	8589
DJJX	8562						

EXHIBIT C

LIST OF RAILCARS

Two hundred twenty-five (225) 1976 Pullman Standard built, 100 ton, 4,000 cubic capacity, gondola railcars currently bearing reporting marks as follows:

DJJX	8365	DJJX	8412	DJJX	8459	DJJX	8506
DJJX	8366	DJJX	8413	DJJX	8460	DJJX	8507
DJJX	8367	DJJX	8414	DJJX	8461	DJJX	8508
DJJX	8368	DJJX	8415	DJJX	8462	DJJX	8509
DJJX	8369	DJJX	8416	DJJX	8463	DJJX	8510
DJJX	8370	DJJX	8417	DJJX	8464	DJJX	8511
DJJX	8371	DJJX	8418	DJJX	8465	DJJX	8512
DJJX	8372	DJJX	8419	DJJX	8466	DJJX	8513
DJJX	8373	DJJX	8420	DJJX	8467	DJJX	8514
DJJX	8374	DJJX	8421	DJJX	8468	DJJX	8515
DJJX	8375	DJJX	8422	DJJX	8469	DJJX	8516
DJJX	8376	DJJX	8423	DJJX	8470	DJJX	8517
DJJX	8377	DJJX	8424	DJJX	8471	DJJX	8518
DJJX	8378	DJJX	8425	DJJX	8472	DJJX	8519
DJJX	8379	DJJX	8426	DJJX	8473	DJJX	8520
DJJX	8380	DJJX	8427	DJJX	8474	DJJX	8521
DJJX	8381	DJJX	8428	DJJX	8475	DJJX	8522
DJJX	8382	DJJX	8429	DJJX	8476	DJJX	8523
DJJX	8383	DJJX	8430	DJJX	8477	DJJX	8524
DJJX	8384	DJJX	8431	DJJX	8478	DJJX	8525
DJJX	8385	DJJX	8432	DJJX	8479	DJJX	8526
DJJX	8386	DJJX	8433	DJJX	8480	DJJX	8527
DJJX	8387	DJJX	8434	DJJX	8481	DJJX	8528
DJJX	8388	DJJX	8435	DJJX	8482	DJJX	8529
DJJX	8389	DJJX	8436	DJJX	8483	DJJX	8530
DJJX	8390	DJJX	8437	DJJX	8484	DJJX	8531
DJJX	8391	DJJX	8438	DJJX	8485	DJJX	8532
DJJX	8392	DJJX	8439	DJJX	8486	DJJX	8533
DJJX	8393	DJJX	8440	DJJX	8487	DJJX	8534
DJJX	8394	DJJX	8441	DJJX	8488	DJJX	8535
DJJX	8395	DJJX	8442	DJJX	8489	DJJX	8536
DJJX	8396	DJJX	8443	DJJX	8490	DJJX	8537
DJJX	8397	DJJX	8444	DJJX	8491	DJJX	8538
DJJX	8398	DJJX	8445	DJJX	8492	DJJX	8539
DJJX	8399	DJJX	8446	DJJX	8493	DJJX	8540
DJJX	8400	DJJX	8447	DJJX	8494	DJJX	8541
DJJX	8401	DJJX	8448	DJJX	8495	DJJX	8542
DJJX	8402	DJJX	8449	DJJX	8496	DJJX	8543
DJJX	8403	DJJX	8450	DJJX	8497	DJJX	8544
DJJX	8404	DJJX	8451	DJJX	8498	DJJX	8545
DJJX	8405	DJJX	8452	DJJX	8499	DJJX	8546
DJJX	8406	DJJX	8453	DJJX	8500	DJJX	8547
DJJX	8407	DJJX	8454	DJJX	8501	DJJX	8548
DJJX	8408	DJJX	8455	DJJX	8502	DJJX	8549
DJJX	8409	DJJX	8456	DJJX	8503	DJJX	8550
DJJX	8410	DJJX	8457	DJJX	8504	DJJX	8551
DJJX	8411	DJJX	8458	DJJX	8505	DJJX	8552

DJJX	8553	DJJX	8563	DJJX	8572	DJJX	8581
DJJX	8554	DJJX	8564	DJJX	8573	DJJX	8582
DJJX	8555	DJJX	8565	DJJX	8574	DJJX	8583
DJJX	8556	DJJX	8566	DJJX	8575	DJJX	8584
DJJX	8557	DJJX	8567	DJJX	8576	DJJX	8585
DJJX	8558	DJJX	8568	DJJX	8577	DJJX	8586
DJJX	8559	DJJX	8569	DJJX	8578	DJJX	8587
DJJX	8560	DJJX	8570	DJJX	8579	DJJX	8588
DJJX	8561	DJJX	8571	DJJX	8580	DJJX	8589
DJJX	8562						

Seventy-five (75) 1975 Pullman Standard built, 100 ton, 4,000 cubic capacity open top hopper railcars currently bearing reporting marks as follows:

FORMERLY KNOWN AS		CURRENTLY KNOWN AS	
PLMX	6300	DJJX	6300
PLMX	6302	DJJX	6302
PLMX	6305	DJJX	6305
PLMX	6309	DJJX	6309
PLMX	6311	DJJX	6311
PLMX	6313	DJJX	6313
PLMX	6314	DJJX	6314
PLMX	6315	DJJX	6315
PLMX	6316	DJJX	6316
PLMX	6321	DJJX	6321
PLMX	6322	DJJX	6322
PLMX	6323	DJJX	6323
PLMX	6326	DJJX	6326
PLMX	6328	DJJX	6328
PLMX	6330	DJJX	6330
PLMX	6332	DJJX	6332
PLMX	6333	DJJX	6333
PLMX	6336	DJJX	6336
PLMX	6337	DJJX	6337
PLMX	6346	DJJX	6346
PLMX	6350	DJJX	6350
PLMX	6352	DJJX	6352
PLMX	6353	DJJX	6353
PLMX	6354	DJJX	6354
PLMX	6362	DJJX	6362
PLMX	6369	DJJX	6369
PLMX	6372	DJJX	6372
PLMX	6373	DJJX	6373
PLMX	6375	DJJX	6375
PLMX	6376	DJJX	6376
PLMX	6382	DJJX	6382
PLMX	6388	DJJX	6388
PLMX	6389	DJJX	6389

EXHIBIT C (cont.)

FORMERLY KNOWN AS		CURRENTLY KNOWN AS	
PLMX	6393	DJJX	6393
PLMX	6394	DJJX	6394
PLMX	6404	DJJX	6404
PLMX	6405	DJJX	6405
PLMX	6406	DJJX	6406
PLMX	6409	DJJX	6409
PLMX	6424	DJJX	6424
PLMX	6426	DJJX	6426
PLMX	6427	DJJX	6427
PLMX	6434	DJJX	6434
PLMX	6444	DJJX	6444
PLMX	6446	DJJX	6446
PLMX	6448	DJJX	6448
PLMX	6452	DJJX	6452
PLMX	6455	DJJX	6455
PLMX	6458	DJJX	6458
PLMX	6461	DJJX	6461
PLMX	6462	DJJX	6462
PLMX	6465	DJJX	6465
PLMX	6466	DJJX	6466
PLMX	6469	DJJX	6469
PLMX	6476	DJJX	6476
PLMX	6477	DJJX	6477
PLMX	6479	DJJX	6479
PLMX	6480	DJJX	6480
PLMX	6483	DJJX	6483
PLMX	6486	DJJX	6486
PLMX	6490	DJJX	6490
PLMX	6492	DJJX	6492
PLMX	6496	DJJX	6496
PLMX	6507	DJJX	6507
PLMX	6513	DJJX	6513
PLMX	6516	DJJX	6516
PLMX	6525	DJJX	6525
PLMX	6527	DJJX	6527
PLMX	6529	DJJX	6529
PLMX	6531	DJJX	6531
PLMX	6532	DJJX	6532
PLMX	6544	DJJX	6544
PLMX	6545	DJJX	6545
PLMX	6547	DJJX	6547
PLMX	6549	DJJX	6549

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 27th day of July, 1993, by Douglas F. McMillan the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the Corporation.

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

STATE OF Missouri)
) SS:
COUNTY OF St. Louis)

The foregoing instrument was acknowledged before me this [illegible] day of [illegible], 1993, by [illegible], the [illegible] of Peabody Terminals, Inc., a Delaware corporation, on behalf of the corporation.

Patricia Bacon
Notary Public

PATRICIA BACON
NOTARY SEAL
NOT. PUB.
STATE OF MISSOURI

PATRICIA BACON
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES MAY. 18, 1994