HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

April 9, 1999

RECORDATION NO. 18470-A FILED

APR 20 '99 1-00PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of **Amendment No. 2** dated as of March 31, 1998 to the Lease of Railroad Equipment dated as of October 29, 1992, as amended, (**"Amendment"**) between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Southern Illinois Railcar Company
505 Buckeye Drive
Executive Park 2
Troy, IL 62294

The equipment involved in this transaction is as follows:

Equipment: Railcars as more fully described in Annex A.2 attached hereto.

Please file this Amendment as a supplementary document to STB Recordation No. 18470 filed on November 15, 1993. A check covering the filing fee of twenty-six dollars ($26.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

18470-A
Southern Illinois Railroad Co.

stb/amend/sir001 2 ad/4/9/99

RECORDATION NO. 18470-A FILED

APR 20 '99 1-00PM

AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (**"Amendment"**) to the Lease of Railroad Equipment dated as of October 29, 1992, as amended (**"Lease"**), between **HELM FINANCIAL CORPORATION** (**"Lessor"**) and **SOUTHERN ILLINOIS RAILCAR COMPANY** (**"Lessee"**) is dated as of March 31, 1998.

RECORDATION NO. _____ FILED

APR 20 '99 1-00PM

R E C I T A L S :

A. Lessor and Lessee are parties to the Lease pursuant to which the three hundred eight (308) covered hopper railcars described in Annex A.1 to the Lease as amended by Amendment No. 1 dated as of October 13, 1993 (**"Unit(s)"**) were leased by Lessor to Lessee.

B. The Units bearing the reporting mark and numbers SIRX 400039,460091, 460105, 460111, 460120, 460121, 460125, 460133, 460170 and 470159 were casualtied under the provisions of Section 8 of the Lease.

C. On March 31, 1998, Lessee purchased from Lessor the seventy-six (76) Units described in Exhibit A attached hereto (**"Purchased Units"**).

D. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.

2. Effective as of March 31, 1998, the Lease is hereby terminated for the Purchased Units.

3. Effective as of March 31, 1998, Annex A.1 to the Lease is replaced by Annex A.2 attached hereto and all references in the Lease to Annex A and Annex A.1 shall be deemed to refer to Annex A.2.

4. All references in the Lease to the "Interstate Commerce Commission" or the "ICC" shall be deemed to refer to the **"Surface Transportation Board of the Department of Transportation"** and the **"STB"**, respectively.

5. In Section 18, Lessor's and Lessee's addresses are hereby replaced by the following:

"If to Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111
ATTN: President

If to Lessor: Southern Illinois Railcar Company
505 Buckeye Drive
Executive Park 2
Troy, IL 62294
ATTN: Mr. Gary J. Goodman
Vice President and Controller"

6. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

7. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has caused this Amendment No. 2 to be executed by its authorized representative as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: _____

Name: Richard C. Kirchner

Title: President

LESSEE

SOUTHERN ILLINOIS RAILCAR COMPANY

By: _____

Name: Vice President

Title: 3/29/99

ANNEX A.2

To the Lease of Railroad Equipment dated as of October 29, 1992, as amended by Amendment No. 2 dated as of March 31, 1998, between Helm Financial Corporation and Southern Illinois Railcar Company

Description of Equipment: Two hundred twenty-two (222) covered hopper railcars

	Unit Number			Unit Number			Unit Number			Unit Number			Unit Number	
1	SIRX	400016	53	SIRX	400072	105	SIRX	460022	157	SIRX	460119	209	SIRX	475005
2	SIRX	400018	54	SIRX	400073	106	SIRX	460023	158	SIRX	460122	210	SIRX	475006
3	SIRX	400019	55	SIRX	400074	107	SIRX	460024	159	SIRX	460123	211	SIRX	475007
4	SIRX	400021	56	SIRX	400075	108	SIRX	460026	160	SIRX	460124	212	SIRX	475008
5	SIRX	400023	57	SIRX	400076	109	SIRX	460028	161	SIRX	460126	213	SIRX	475009
6	SIRX	400024	58	SIRX	400077	110	SIRX	460030	162	SIRX	460129	214	SIRX	475010
7	SIRX	400025	59	SIRX	400078	111	SIRX	460031	163	SIRX	460130	215	SIRX	475011
8	SIRX	400026	60	SIRX	400079	112	SIRX	460032	164	SIRX	460138	216	SIRX	475012
9	SIRX	400027	61	SIRX	400080	113	SIRX	460034	165	SIRX	460139	217	SIRX	475013
10	SIRX	400028	62	SIRX	400081	114	SIRX	460036	166	SIRX	460140	218	SIRX	475014
11	SIRX	400029	63	SIRX	400082	115	SIRX	460038	167	SIRX	460141	219	SIRX	475016
12	SIRX	400030	64	SIRX	400083	116	SIRX	460039	168	SIRX	460143	220	SIRX	480003
13	SIRX	400031	65	SIRX	400084	117	SIRX	460040	169	SIRX	460144	221	SIRX	480004
14	SIRX	400032	66	SIRX	400085	118	SIRX	460041	170	SIRX	460145	222	SIRX	480005
15	SIRX	400033	67	SIRX	400086	119	SIRX	460042	171	SIRX	460146			
16	SIRX	400034	68	SIRX	400087	120	SIRX	460043	172	SIRX	460147			
17	SIRX	400035	69	SIRX	400088	121	SIRX	460044	173	SIRX	460148			
18	SIRX	400036	70	SIRX	400089	122	SIRX	460045	174	SIRX	460149			
19	SIRX	400037	71	SIRX	400090	123	SIRX	460047	175	SIRX	460155			
20	SIRX	400038	72	SIRX	400091	124	SIRX	460048	176	SIRX	460156			
21	SIRX	400040	73	SIRX	400092	125	SIRX	460050	177	SIRX	460159			
22	SIRX	400041	74	SIRX	400093	126	SIRX	460051	178	SIRX	460165			
23	SIRX	400042	75	SIRX	400094	127	SIRX	460052	179	SIRX	460166			
24	SIRX	400043	76	SIRX	400095	128	SIRX	460053	180	SIRX	460167			
25	SIRX	400044	77	SIRX	400096	129	SIRX	460054	181	SIRX	460171			
26	SIRX	400045	78	SIRX	400097	130	SIRX	460055	182	SIRX	460172			
27	SIRX	400046	79	SIRX	400098	131	SIRX	460059	183	SIRX	460173			
28	SIRX	400047	80	SIRX	400099	132	SIRX	460060	184	SIRX	460182			
29	SIRX	400048	81	SIRX	400100	133	SIRX	460062	185	SIRX	460183			
30	SIRX	400049	82	SIRX	400101	134	SIRX	460063	186	SIRX	460185			
31	SIRX	400050	83	SIRX	400102	135	SIRX	460064	187	SIRX	460186			
32	SIRX	400051	84	SIRX	400103	136	SIRX	460065	188	SIRX	460187			
33	SIRX	400052	85	SIRX	400104	137	SIRX	460069	189	SIRX	460188			
34	SIRX	400053	86	SIRX	400105	138	SIRX	460071	190	SIRX	460191			
35	SIRX	400054	87	SIRX	400106	139	SIRX	460072	191	SIRX	460192			
36	SIRX	400055	88	SIRX	400107	140	SIRX	460074	192	SIRX	465028			
37	SIRX	400056	89	SIRX	400108	141	SIRX	460083	193	SIRX	465029			
38	SIRX	400057	90	SIRX	400109	142	SIRX	460094	194	SIRX	470092			
39	SIRX	400058	91	SIRX	400110	143	SIRX	460097	195	SIRX	470094			
40	SIRX	400059	92	SIRX	400111	144	SIRX	460098	196	SIRX	470096			
41	SIRX	400060	93	SIRX	400112	145	SIRX	460100	197	SIRX	470097			
42	SIRX	400061	94	SIRX	400113	146	SIRX	460101	198	SIRX	470099			
43	SIRX	400062	95	SIRX	400114	147	SIRX	460102	199	SIRX	470163			
44	SIRX	400063	96	SIRX	400115	148	SIRX	460103	200	SIRX	470164			
45	SIRX	400064	97	SIRX	400116	149	SIRX	460104	201	SIRX	470165			
46	SIRX	400065	98	SIRX	400117	150	SIRX	460106	202	SIRX	470166			
47	SIRX	400066	99	SIRX	400118	151	SIRX	460107	203	SIRX	472501			
48	SIRX	400067	100	SIRX	400119	152	SIRX	460108	204	SIRX	472502			
49	SIRX	400068	101	SIRX	400120	153	SIRX	460112	205	SIRX	472503			
50	SIRX	400069	102	SIRX	400121	154	SIRX	460113	206	SIRX	475002			
51	SIRX	400070	103	SIRX	442706	155	SIRX	460114	207	SIRX	475003			
52	SIRX	400071	104	SIRX	460021	156	SIRX	460117	208	SIRX	475004			

EXHIBIT A

To Amendment No. 2 dated as of March 31, 1998 to the Lease of Railroad Equipment dated as of October 29, 1992 between Helm Financial Corporation and Southern Illinois Railcar Company

Description of Units:

Seventy-six (76), 100-ton roller bearing, 4600 and 4700 cubic foot (nominal) covered hopper railcars with trough hatches and gravity outlet gates

	Unit	Number		Unit	Number
1	SIRX	460025	39	SIRX	460110
2	SIRX	460027	40	SIRX	460115
3	SIRX	460029	41	SIRX	460116
4	SIRX	460033	42	SIRX	460118
5	SIRX	460035	43	SIRX	460127
6	SIRX	460037	44	SIRX	460128
7	SIRX	460046	45	SIRX	460131
8	SIRX	460049	46	SIRX	460132
9	SIRX	460056	47	SIRX	460134
10	SIRX	460057	48	SIRX	460136
11	SIRX	460058	49	SIRX	460137
12	SIRX	460061	50	SIRX	460142
13	SIRX	460066	51	SIRX	460150
14	SIRX	460067	52	SIRX	460151
15	SIRX	460068	53	SIRX	460152
16	SIRX	460070	54	SIRX	460153
17	SIRX	460073	55	SIRX	460154
18	SIRX	460075	56	SIRX	460157
19	SIRX	460076	57	SIRX	460158
20	SIRX	460077	58	SIRX	460160
21	SIRX	460078	59	SIRX	460161
22	SIRX	460079	60	SIRX	460162
23	SIRX	460080	61	SIRX	460163
24	SIRX	460081	62	SIRX	460164
25	SIRX	460082	63	SIRX	460168
26	SIRX	460084	64	SIRX	460169
27	SIRX	460085	65	SIRX	460179
28	SIRX	460086	66	SIRX	460180
29	SIRX	460087	67	SIRX	460181
30	SIRX	460088	68	SIRX	460184
31	SIRX	460089	69	SIRX	460189
32	SIRX	460090	70	SIRX	460190
33	SIRX	460092	71	SIRX	470016
34	SIRX	460093	72	SIRX	470091
35	SIRX	460095	73	SIRX	470095
36	SIRX	460096	74	SIRX	470160
37	SIRX	460099	75	SIRX	470161
38	SIRX	460109	76	SIRX	470162

STATE OF CALIFORNIA)
) **S.S.**
COUNTY OF SAN FRANCISCO)

On April 5, 1999, before me, Emma Susan Ortega, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION,**

✓ personally known to me **-OR-**

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

NNA1 EMMA SUSAN ORTEGA
COMM. #1057929
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires JUN 16,1999 NNA1

Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF ILLINOIS)
) **S.S.**
COUNTY OF MADISON)

On March 29, 1999, before me, Janice A. Tweedy, personally appeared Gary J. Goodman, Vice President of **SOUTHERN ILLINOIS RAILCAR COMPANY,**

✓ personally known to me **-OR-**

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

OFFICIAL SEAL
JANICE A TWEEDY
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES 02/23/00

Witness my hand and official seal.

Janice A. Tweedy
SIGNATURE OF THE NOTARY

[Notarial Seal]