TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957
513-381-2838
CABLE: TAFTHOL TWX: 810-461-2623
FAX: 513-381-0205

WASHINGTON, D.C. OFFICE
SUITE 500 — 625 INDIANA AVENUE, N. W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX: 202-347-3419

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: 513-381-6613

June 22, 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. 15499-A FILED 1425

JUN 2 1993 3·15 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 April 13, 1993. The primary document to which it relates is a Lease Agreement dated January 8, 1988 and filed under recordation number 15499. 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: Peoria & Pekin Union Railway Co.
101 Wesley Road
Creve Coeur, Illinois 61611

The equipment covered by the enclosed document is ten (10), all steel gondola railcars, Class GB, currently bearing the reporting marks set forth in Exhibit A attached 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

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

An Amendment to Railroad Equipment Lease between Peoria & Pekin Union Railway Co., 101 Wesley Road, Creve Coeur, Illinois 61611, as Lessee, and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessor, dated April 13, 1993 and covering ten (10), all steel gondola railcars, Class GB.

Please call me if you should have any questions.

Yours truly,

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

PFS/taj
Enclosure

iccfla8.djj

EXHIBIT A

ALL STEEL GONDOLA CARS CLASS GB

NUMBERED PPU 2000 - 2009

Interstate Commerce Commission

Washington, D.C. 20423

7/2/93

OFFICE OF THE SECRETARY

Philip F Schultz,Esq.
Taft,Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati,OH. 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 **7/2/93** at **3:15pm**, and assigned recordation number(s). **15499-A,15500-A,15501-A,15502-A & 15503-A**

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 15499 FILED 1425

JUL 2 1993 3·15 PM

INTERSTATE COMMERCE COMMISSION

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.

Stephen M. Griffith, Jr.

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.

Copy for
TCC

RECORDATION NO. 15499-A FILED 1425

JUL 2 1993 8-15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO
RAILROAD EQUIPMENT LEASE

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 13th day of April, 1993, by and between The David J. Joseph Company, a Delaware corporation, (hereinafter referred to as "Lessor") and Peoria and Pekin Union Railway, an Illinois corporation (hereinafter referred to as "Lessee") amending the Lease Agreement (the "Lease") dated January 8, 1988, by and between Lessor and Lessee.

WHEREAS, the parties desire to amend the Lease to extend the Lease expiration date to October 31, 1996, for all ten (10) gondola cars identified with reporting marks PPU 2000 - PPU 2009, inclusive, (the "Cars") 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 by extending the Lease expiration date to October 31, 1996, for all Cars which are subject to this Lease. 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:

Susan Hardenburgh

Steven E. Ward

THE DAVID J. JOSEPH COMPANY

BY: D. F. McMillan

NAME: Douglas F. McMillan

TITLE: Vice President

LESSEE:

Signed and acknowledged in the presence of:

Jack B. Reum

James M Hawkins

PEORIA AND PEKIN UNION RAILWAY

BY: C.E. Hellmuth

NAME: C.E. Hellmuth

TITLE: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 13th day of April, 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 ILLINOIS)
) SS:
COUNTY OF TAZEWELL)

The foregoing instrument was acknowledged before me this 17th day of May, 1993, by C.E. Hellums, the President of Peoria and Pekin Union Railway, an Illinois corporation, on behalf of the corporation.

OFFICIAL SEAL
CATHERINE B. RIPPER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9/10/98

Catherine B. Ripper
Notary Public

EXHIBIT A

ALL STEEL GONDOLA CARS CLASS GB

NUMBERED PPU 2000 - 2009