

THOMPSON & MITCHELL

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MELISSA ANNE HALL
(314) 342-1712

August 18, 1995

Secretary
Interstate Commerce Commission
Recordation Office
12th & Constitution Avenues, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO. 18321-5 FILED 1995
AUG 29 1995 - 11 30 AM
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

I have enclosed two (2) originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a First Amendment to Security Agreement, a secondary document, dated August 11, 1995. The primary document to which this is connected is recorded under Recordation Number 18321E.

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

Secured Party: Lindell Bank & Trust Company
6900 Clayton Avenue
Box 211
St. Louis, Missouri 63166

Borrower: Southern Illinois Railcar Company
One Mark Twain Plaza, Suite 225
Edwardsville, Illinois 62025-1959

A description of the equipment covered by the document is described on Exhibit A attached hereto and incorporated herein by reference.

A cashier's check in the amount of \$18.00 is enclosed for the filing fee. Please return any extra copies not needed by the Commission for recordation, stamped to show recordation, to Melissa Anne Hall, Thompson & Mitchell, One Mercantile Center, Suite 3300, St. Louis, Missouri 63101.

Interstate Commerce Commission
August 18, 1995
Page 2

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

First Amendment to Security Agreement with Recordation Number 18321E dated August 11, 1995, between Lindell Bank & Trust Company ("Secured Party") and Southern Illinois Railcar Company ("Borrower"), and covering 96 railcars, identified on Exhibit A.

Very truly yours,

THOMPSON & MITCHELL

By 
Melissa Anne Hall

MAH/eh
enclosure

cc: Mr. James C. Seitz

Exhibit A

[The Scheduled Property]

Old Unit Number		New Unit Number		Old Unit Number	New Unit Number
BO	603982	SIRX	400211	SIRX	400124
BO	603984	SIRX	400212	SIRX	400125
CSXT	245177	SIRX	400165	SIRX	400126
CSXT	245299	SIRX	400177	SIRX	400127
CSXT	245751	SIRX	400158	SIRX	400128
CSXT	246054	SIRX	400205	SIRX	400129
CSXT	246063	SIRX	400161	SIRX	400130
CSXT	246114	SIRX	400213	SIRX	400131
SBD	245336	SIRX	400214	SIRX	400132
SBD	245464	SIRX	400157	SIRX	400133
SBD	245533	SIRX	400199	SIRX	400134
SBD	245592	SIRX	400170	SIRX	400135
SBD	245862	SIRX	400201	SIRX	400136
SBD	246014	SIRX	400174	SIRX	400137
SBD	246042	SIRX	400162	SIRX	400138
SBD	246061	SIRX	400208	SIRX	400139
SBD	246084	SIRX	400145	SIRX	400140
SBD	246119	SIRX	400204	SIRX	400141
SBD	246137	SIRX	400215	SIRX	400142
SCL	240026	SIRX	400202	SIRX	400143
SCL	240028	SIRX	400151	SIRX	400144
SCL	240049	SIRX	400153	SIRX	400145
SCL	240087	SIRX	400159	SIRX	400146
SCL	240141	SIRX	400210	SIRX	400147
SCL	240176	SIRX	400197	SIRX	400148
SCL	240227	SIRX	400203	SIRX	400149
SCL	240234	SIRX	400146	SIRX	400150
SCL	240274	SIRX	400195	SIRX	400151
SCL	240276	SIRX	400206	SIRX	400152
SCL	240469	SIRX	400196	SIRX	400153
SCL	240548	SIRX	400209	SIRX	400154
SCL	240610	SIRX	400164	SIRX	400155
SCL	240640	SIRX	400207	SIRX	400156
SCL	240670	SIRX	400152	SIRX	400157
SCL	240790	SIRX	400198	SIRX	400158
SCL	240815	SIRX	400160	SIRX	400159
WM	004589	SIRX	442724	SIRX	400160
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				SIRX	400300

- BSMX 47068
- BSMX 47070
- BSMX 47071
- BSMX 47072
- BSMX 47073
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- BSMX 47075
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- BSMX 47078
- BSMX 47080
- BSMX 47081
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- BSMX 47085
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- BSMX 47089
- BSMX 47090
- BSMX 47091

18321-5
RECORDED
FILED 1995

AUG 29 1995 - 11 00 AM

FIRST AMENDMENT TO SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO SECURITY AGREEMENT (this "Amendment") dated as of the 11th day of August, 1995, is made by SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation ("Borrower"), and LINDELL BANK & TRUST COMPANY, a Missouri banking corporation ("Secured Party").

WITNESSETH:

WHEREAS, Borrower and Secured Party entered into that certain Security Agreement dated March 10, 1994 (the "Original Agreement"), to secure payment of, among other things, a certain promissory note dated March 10, 1994, executed by Borrower in favor of Secured Party in the original principal amount of \$900,000.00 (the "Indebtedness"); and

WHEREAS, the Original Agreement was recorded with the Interstate Commerce Commission on April 11, 1994, Recordation No. 18321E; and

WHEREAS, the Indebtedness has been partially paid and satisfied;

WHEREAS, Borrower has requested, and Secured Party has agreed, that the Original Agreement be amended in the manner hereinafter set forth;

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

1. The section on "Security Interest" contained in the Original Agreement is hereby deleted and the following is substituted in lieu thereof:

To secure the payment and performance of the above described Secured Debts, liabilities and obligations, I hereby give you a security interest in all the property described on Exhibit A attached hereto and incorporated herein (including, but not limited to, all parts, accessories, repairs, improvements and accessions thereto), wherever the property is or may be located, and all proceeds and products from the property.

2. The term "Agreement" as used in the Original Agreement shall mean the Original Agreement as amended by this Amendment.

3. This Amendment is executed as and shall constitute an instrument supplemental to the Original Agreement, and shall be construed in connection with and as part of the Original Agreement.

4. The Original Agreement is and shall remain the binding obligation of Borrower and all of the provisions, terms and conditions contained therein shall stand and remain in full force and effect, except only as the same are herein and hereby specifically modified or amended, and the same are hereby ratified and confirmed.

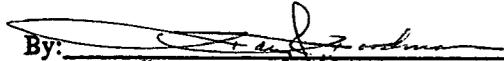
5. If for any reason this Amendment, or any part hereof, shall be declared invalid or unenforceable for any reason whatsoever, such invalidity or unenforceability shall not be deemed to affect the validity or enforceability of the Original Agreement or the remaining portions hereof.

6. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, except that Borrower may not assign, transfer or delegate any of its rights or obligations hereunder.

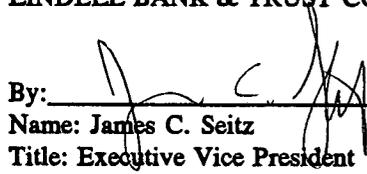
7. This Amendment shall be governed by and construed in accordance with the internal laws of the State of Missouri.

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

SOUTHERN ILLINOIS RAILCAR COMPANY

By: 
Name: GARY J. GOODMAN
Title: VICE PRESIDENT

LINDELL BANK & TRUST COMPANY

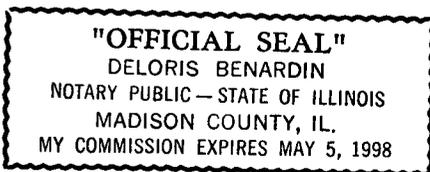
By: 
Name: James C. Seitz
Title: Executive Vice President

STATE OF Illinois)
) SS
County of Madison)

On this 14th day of August, 1995, before me appeared Gary J. Goodman to me personally known, who, being by me duly sworn, did say that he is the Vice-President of SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said Gary J. Goodman acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Deloris Benardin
Notary Public



STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On this 11th day of August, 1995, before me appeared James C. Seitz to me personally known, who, being by me duly sworn, did say that he is the Executive Vice President of LINDELL BANK & TRUST COMPANY, a Missouri banking corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said James C. Seitz acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Bridget A Evers
Notary Public

My Commission Expires:

BRIDGET A EVERS
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JUNE 1, 1996

Exhibit A

[The Scheduled Property]

Old Unit Number		New Unit Number	
BO	603982	SIRX	400211
BO	603984	SIRX	400212
CSXT	245177	SIRX	400165
CSXT	245299	SIRX	400177
CSXT	245751	SIRX	400158
CSXT	246054	SIRX	400205
CSXT	246063	SIRX	400161
CSXT	246114	SIRX	400213
SBD	245336	SIRX	400214
SBD	245464	SIRX	400157
SBD	245533	SIRX	400199
SBD	245592	SIRX	400170
SBD	245882	SIRX	400201
SBD	246014	SIRX	400174
SBD	246042	SIRX	400162
SBD	246051	SIRX	400208
SBD	246084	SIRX	400145
SBD	246119	SIRX	400204
SBD	246137	SIRX	400215
SCL	240026	SIRX	400202
SCL	240029	SIRX	400151
SCL	240049	SIRX	400153
SCL	240087	SIRX	400159
SCL	240141	SIRX	400210
SCL	240176	SIRX	400197
SCL	240227	SIRX	400203
SCL	240234	SIRX	400146
SCL	240274	SIRX	400195
SCL	240276	SIRX	400206
SCL	240469	SIRX	400196
SCL	240548	SIRX	400209
SCL	240610	SIRX	400164
SCL	240640	SIRX	400207
SCL	240670	SIRX	400152
SCL	240790	SIRX	400198
SCL	240815	SIRX	400160
WM	004589	SIRX	442724
SBD	245371	SIRX	400122
SBD	245179	SIRX	400123
SBD	245483	SIRX	400124
SCL	240887	SIRX	400125
SBD	248018	SIRX	400126
SCL	240172	SIRX	400127
CSXT	245028	SIRX	400128
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SBD	245231	SIRX	400130
SBD	245828	SIRX	400131
SBD	245813	SIRX	400132
SCL	240471	SIRX	400133
SBD	245889	SIRX	400134
SCL	240210	SIRX	400135
CSXT	245884	SIRX	400136
SCL	240548	SIRX	400137
SCL	240781	SIRX	400138
SCL	240405	SIRX	400139
SBD	245837	SIRX	400140
SCL	240208	SIRX	400141
SCL	240302	SIRX	400142
SBD	245308	SIRX	400143
SCL	240488	SIRX	400144
SCL	240449	SIRX	400148
SBD	245215	SIRX	400149
SBD	245589	SIRX	400150
SBD	245817	SIRX	400154
SBD	245424	SIRX	400155
SBD	245840	SIRX	400158
CSXT	245807	SIRX	400163
SBD	245809	SIRX	400164
SBD	245891	SIRX	400185
SBD	245898	SIRX	400188
SBD	245837	SIRX	400187
SBD	245883	SIRX	400189
SBD	245892	SIRX	400170
SCL	240502	SIRX	400171
SCL	240882	SIRX	400172
SCL	240749	SIRX	400173
SCL	240828	SIRX	400173

BSMX 47068	BSMX 47074	BSMX 47081	BSMX 47088
BSMX 47070	BSMX 47075	BSMX 47082	BSMX 47089
BSMX 47071	BSMX 47077	BSMX 47085	BSMX 47090
BSMX 47072	BSMX 47078	BSMX 47086	BSMX 47091
BSMX 47073	BSMX 47080	BSMX 47087	