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OF COUNSEL
URBAN A. LESTER

20438-C, D, E

January 15, 1998

RECORDATION NO. FILED

JAN 15 '98

1-55PM

JAN 15 1 54 PM '98

SURFACE TRANSPORTATION BOARD

Mr Vernon A Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of a each of the following secondary documents, all dated as of October 15, 1997 Memorandum of Amendment to Railroad Equipment Lease, Memorandum of Amendment to Railroad Car Net Lease Agreement and Assignment and Memorandum of Railcar Lease Agreement and Assignment

The names and addresses of the parties to the enclosed documents are

Memorandum of Amendment to Railroad Equipment Lease

Lessor	Pitney Bowes Credit Corporation 27 Waterview Drive Shelton, Connecticut 06484
Lessee	Trinity Industries Leasing Company 2000 Gardner Expressway Quincy, Illinois 62306

build criticism

Memorandum of Amendment to Railroad Car Net Lease
Agreement and Assignment

Lessee Southern Illinois Railcar Company
 One Mark Twain Plaza
 Edwardsville, Illinois 62025

Lessor/Assignee Pitney Bowes Credit Corporation
 27 Waterview Drive
 Shelton, Connecticut 06484

Memorandum of Amendment to Railcar Lease
Agreement and Assignment

Lessee Continental Grain Company
 222 South Riverside Plaza
 Chicago, Illinois 60606

Lessor/Assignee Pitney Bowes Credit Corporation
 27 Waterview Drive
 Shelton, Connecticut 06484

A description of the railroad equipment covered by the enclosed documents is three (3) SIRX railcars are being deleted from the Lease and are being replaced by three (3) SICX railcars as set forth in the Amendments

Also enclosed is a check in the amount of \$72 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

JAN 15 '98

1-55PM

MEMORANDUM OF AMENDMENT
TO RAILROAD CAR NET LEASE AGREEMENT AND ASSIGNMENT

RE: Memorandum of Railroad Car Net Lease Agreement and Assignment between Trinity Industries Leasing Company ("Lessor"), Southern Illinois Railcar Company ("Lessee") and Pitney Bowes Credit Corporation ("Assignee"), Surface Transportation Board Recordation No. 20438-A filed December 31, 1996 at 10:05 A.M.

Please delete three (3) 1996 5127 Cubic Foot Triple Covered Hopper Railcars, manufactured by Trinity Industries, Inc., Lettered SIRX 512121, SIRX 512149 and SIRX 512236, and Serial Numbers 756959, 756987 and 757174 respectively and replace with the following:

Three (3) 1996 5161 Cubic Foot Triple Covered Hopper Railcars, Manufactured by Trinity Industries, Inc., Lettered SIRX 516500, SIRX 516501 and SIRX 516502, and Serial Numbers 763779, 763780 and 763781 respectively.

Except as specifically amended herein, all other terms and conditions of the Lease remain in full force and effect.

Dated this 15th day of October, 1997.

ASSIGNEE/LESSOR
PITNEY BOWES CREDIT CORPORATION

LESSEE
SOUTHERN ILLINOIS RAILCAR COMPANY

By: *L.D. Osmanski*

By: *Gary J. Goodman*

Printed Name: L.D. OSMANSKI

Printed Name: GARY J. GOODMAN

Its: VICE PRESIDENT

Its: VICE PRESIDENT & CFO

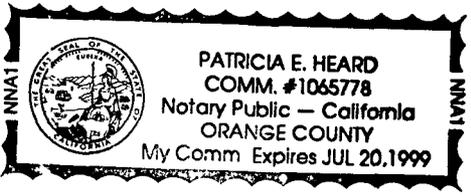
State of California

County of Orange

On 4/14/98 before me, Patricia E. Heard,
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared L. O. Demurski,
NAME(S) OF SIGNER(S)

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.



WITNESS my hand and official seal.

Patricia E. Heard
Signature of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER
- _____ TITLE(S)
- PARTNER(S) LIMITED
- ATTORNEY-IN-FACT GENERAL
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER _____

DESCRIPTION OF ATTACHED DOCUMENT

_____ TITLE OR TYPE OF DOCUMENT

_____ NUMBER OF PAGES

_____ DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

_____ SIGNER(S) OTHER THAN NAMED ABOVE

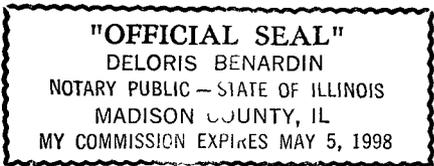
State of ILLINOIS

County of MADISON

On 12/11/97 before me, Deloris Benardin,
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared GARY J. GOODMAN,
NAME(S) OF SIGNER(S)

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.



WITNESS my hand and official seal.

Deloris Benardin
Signature of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form

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