

RECORDATION NO. 7761-R
FILED & RECORDED

APR 28 1975 -2 35 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO CHATTEL MORTGAGE

AMENDMENT TO CHATTEL MORTGAGE dated as of April 15, 1975, from UNITED STATES RAILWAY LEASING COMPANY (the "Mortgagor") to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent (the "Mortgagee").

WITNESSETH:

WHEREAS, the Mortgagor has heretofore executed and delivered to and with Mortgagee that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of December 18, 1974, and recorded with the Interstate Commerce Commission as ICC Recordation No. 7761 in order to grant a security interest in certain cars described in Annex I thereto as security for notes issued or to be issued pursuant to that certain Letter Agreement dated as of December 18, 1974 among Mortgagor, Mortgagee and certain other parties, as amended January 3, 1975 and January 27, 1975; and

WHEREAS, Mortgagor wishes to delete the cars (hereinafter called the "Withdrawn Cars") described on Schedule A hereto and substitute therefor the cars (hereinafter called the "Replacement Cars") hereinafter described in Schedule B hereto, pursuant to and as permitted by Section 4.2 of the Chattel Mortgage.

NOW, THEREFORE, in consideration of the premises and of the payment of \$10.00 and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged.

IT IS AGREED effective upon recordation of this Amendment with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act, as amended, as follows:

1. Division I of the Chattel Mortgage is hereby amended by deleting from the first line thereof the number "1,393" and substituting therefor the number "1,361".
2. Schedule I to the Chattel Mortgage is hereby amended by deleting therefrom the Withdrawn Cars and information relating thereto all as set forth in Schedule A hereto and substituting therefor the Replacement Cars and information relating thereto all as set forth in Schedule B hereto.
3. Page 2 of Schedule I to the Chattel Mortgage is hereby amended by deleting from the column entitled "Quantity" and the column entitled "Total Manufacturers Cost" the figures "1,393" and "\$30,253,000", respectively, and substituting therefor the figures "1,361" and "\$30,314,000", respectively.

4. Mortgagee does hereby release and remise from the lien of the Chattel Mortgage all of its right, title and interest in and to the Withdrawn Cars.

5. All the remaining terms and provisions of the Chattel Mortgage remain in full force and effect, and the Chattel Mortgage as hereby amended is hereby confirmed and approved.

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have each caused their respective corporate names to be hereunto subscribed and their respective corporate seals to be hereunto affixed by their respective officers thereunto duly authorized, all as of the day, month and year first above written.

UNITED STATES RAILWAY LEASING
COMPANY

By *Kaly Ebel*
Vice President

Attest:

[Signature]
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By *James H. Davis*
Vice President

Attest:

[Signature]
Operations Officer

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 25th day of April, 1975, before me personally appeared Ralph E. Bell and Paul E. Leak to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and Assistant Secretary of UNITED STATES RAILWAY LEASING COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jeannette Peterson
Notary Public

My Commission expires My Commission Expires April 15, 1977.

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 25TH day of April, 1975, before me personally appeared JAMES H. DAVIS and M. J. HEDSTROM to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and Operations Officer of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Donald J. Rodaszewski
Notary Public

My Commission expires FEB 25 1977.

Schedule A

DESCRIPTION OF WITHDRAWN CARS

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>LEASE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>	<u>TOTAL MANUFACTURERS COST</u>
100 ton 4750 cu. ft. covered hopper cars	50	Minneapolis, Northfield and Southern Railway	2/4/74	10	MNS 3001-3050	\$ 1,118,000
50'6" XM box cars	150	The Pickens Railroad Co.	3/11/74	15	PICK 50000-50149	2,536,000
70 ton RBL box cars	40	Tillie Lewis Foods, Inc.	5/2/74	5	USLX 11498-11537	1,183,000
100 ton 4750 cu. ft. covered hopper cars	25	St. Louis Refrigerator Car Company	9/16/74	10	MNS 16000-16024	508,000
100 ton 4750 cu. ft. covered hopper cars	15	Franklin Brothers Feed and Grain Co.	2/4/74	7.5	USLX 7520-7534	286,000
100 ton 4750 cu. ft. covered hopper cars	12	Farmers Equity Elevator Co.	2/1/74	7.5	USLX 4800-4811	257,000

Schedule B

DESCRIPTION OF SUBSTITUTE CARS							TOTAL
TYPE OF CAR	QUANTITY	LESSEE	LEASE DATE	TERM (YEARS)	CAR NUMBERS (BOTH INCLUSIVE)	MANUFACTURERS COST	
50'6" 70 ton box cars	50	Raritan River Rail Road Company	6/1/74	15	RR 450-499	\$ 1,175,000	
52'5" RBL box cars	20	E. I. du Pont de Nemours & Co., Inc.	10/1/74	5	TNM 787000-787019	612,000	
77 ton pulpwood cars	40	Mississippi and Skuna Valley Railroad Company	6/6/74, amended 1/28/75	5	MSV 800-839	860,000	
70 ton pulpwood cars	10	Belfast and Moosehead Lake Railroad Company	2/25/74	5	BML 1-10	200,000	
50'6" XF box cars	50	Minneapolis, Northfield and Southern Railway	3/12/75	12	NNS 51001-51050	1,200,000	
100 ton 4750 cu. ft. covered hopper cars	60*	National Farmers Organization	1/8/74	7.5	USLX 7390-7510*	1,260,000**	
77 ton pulpwood cars	30	Atlantic Terminal, Inc.	1/24/75	5	WTCX 840-869 ✓	645,000	

* 121 cars under lease, only 60 of which have been delivered to date

** Total Manufacturing Cost for the 60 cars which have been delivered