

UNITED STATES
RAILWAY LEASING COMPANY

105 WEST ADAMS STREET • CHICAGO, ILLINOIS 60603 (312) 726-8292

RECORDATION NO. 8188 Filed & Recorded

RECORDATION NO. 8188-BB Filed & Recorded

JUN 29 1976 10 25 AM

JUN 29 1976 10 25 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION June 28, 1976

RECORDATION NO. 8188-AA Filed & Recorded

Office of the Secretary
Interstate Commerce Commission
Washington, D.C.

JUN 29 1976 10 25 AM

Washington, D. C.

Re: Second Amendment to Chattel Mortgage
Dated June 25, 1976

Gentlemen:

Delivered to you herewith for filing pursuant to Section 20 c of the Interstate Commerce Act and the rules and regulations promulgated thereunder are six fully executed counterparts of the above referenced Amendment, six fully executed counterparts of Assignments of Lease dated as of June 25, 1976 and six fully executed counterparts of Partial Release of Assignment of Lease dated as of June 25, 1976, all as more fully described herein.

The parties to the Second Amendment are:

Mortgagor: United States Railway Leasing Company
2200 East Devon Avenue
DesPlaines, Illinois 60018

Mortgagee: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

The rail cars being removed from the lien of the Chattel Mortgage hereinafter referred to by the Second Amendment are fifteen 52'5", 70 ton side slider cars bearing car reporting marks LNAC 6035 through 6044, both inclusive; and LNAC 6065 through 6099, both inclusive.

The cars being added to the lien of the Chattel Mortgage are one hundred 3600 cubic foot, 100 ton open top hopper cars bearing car reporting marks DTI 3000 through 3099, both inclusive.

Copy sent to C.F. Kappeler

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The parties to the Assignment are:

Assignor: United States Railway Leasing Company
2200 East Devon Avenue
DesPlaines, Illinois 60018

Assignee: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

The lease being assigned pursuant to the assignment is that certain lease between the assignor and Detroit, Toledo, Ironton Railroad Company dated April 5, 1976 and recorded with the Interstate Commerce Commission as Recordation No. 8347 and covering cars being added to the lien of the Chattel Mortgage by the Second Amendment.

The parties to the Partial Release of Assignment are:

Relesor: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

Releasee: United States Railway Leasing Company
2200 East Devon Avenue
DesPlaines, Illinois 60018

The rail cars and the lease with respect thereto, being released pursuant to the Partial Release of the cars being deleted from the lien of the Chattel Mortgage by the Second Amendment and the lease between the Releasee and Louisville, New Albany and Corydon Railroad Company dated January 23, 1976, and recorded with the ICC as Recordation No. 8282.

The Second Amendment, Assignment and Partial Release all relate to that certain Chattel Mortgage dated as of January 19, 1976 as amended May 1, 1976 by the Mortgagor and Mortgagee and recorded with the Interstate Commerce Commission as Recordation Numbers 8188 and 8188-M, and should be filed as subfilings under that Recordation Number.

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Enclosed is Rosenthal and Schanfield check No. 20094 in the amount of \$30.00 in payment of all applicable filing and recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if duly stamped and recorded copies of those documents not required to be kept by you are returned to the bearer hereof. If this is not possible, please return such copies to Mr. I. Walter Deitch, 105 West Adams Street, Chicago, Illinois 60603.

Very truly yours,

UNITED STATES RAILWAY LEASING COMPANY


Assistant Secretary

/db

JUN 20 1976 10 23 AM

SECOND AMENDMENT TO CHATTEL MORTGAGE

SECOND AMENDMENT TO CHATTEL MORTGAGE dated as of June 25, 1976 from UNITED STATES RAILWAY LEASING COMPANY ("Mortgagor") to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY, as Agent ("Mortgagee") under that certain Revolving Credit Agreement dated as of January 19, 1976 ("Revolving Credit Agreement") among Mortgagor Mortgagee and certain banks named therein.

WITNESSETH:

WHEREAS, as security for certain loans made pursuant to the Revolving Credit Agreement, the Mortgagor has heretofore executed and delivered to and with Mortgagee that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 19, 1976 and recorded with the Interstate Commerce Commission ("ICC") as ICC Rec. No. 8188, as amended by that certain Amendment to Chattel Mortgage dated as of May 1, 1976 and recorded with the ICC as ICC Recordation No. 8188-M (said Chattel Mortgage as amended, being hereinafter called the "Chattel Mortgage") granting a security interest in the rail cars ("Cars") described in Schedule A thereto; and

WHEREAS, Mortgagor contemporaneously with the delivery hereof by Mortgagee will (i) make an additional borrowing under the Revolving Credit Agreement and (ii) grant a security interest in certain rail cars in such manner as to entitle Mortgagor to make said borrowing; and

WHEREAS, in order (i) to accomplish said borrowing, (ii) to correct and update the Cost and Collateral Value (as those terms are defined in the Revolving Credit Agreement) with respect to those of the Cars leased to Louisville, New Albany and Corydon Railroad Company ("LNAC") and The Pickens Railroad Co. ("Pickens") described in Schedule A to the Chattel Mortgage, and (iii) to release from the lien of the Chattel Mortgage the 15 cars deleted from the lease with the LNAC, it is necessary to add to said Schedule A certain rail cars, to amend the amounts listed as the Cost and Collateral Value of those of the Cars leased to LNAC and Pickens, and to delete certain of the cars leased to the LNAC; and

WHEREAS, to simplify such changes the parties hereto propose to substitute Schedule A hereto for Schedule A to the Chattel Mortgage in its entirety; and

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged,

IT IS AGREED:

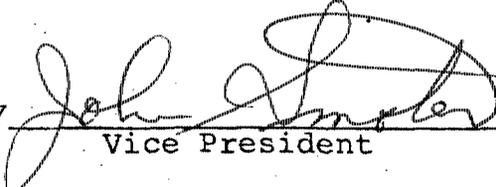
1. The Chattel Mortgage is hereby amended by deleting therefrom Schedule A in its entirety and substituting therefor Schedule A hereto.
2. Mortgagee does hereby release and remise from the lien of the Chattel Mortgage and does hereby transfer and convey to the Company, all of its right, title and interest in and to those certain 52'5" 70-ton Sideslider cars leased to the LNAC bearing car reporting marks LNAC 6035 to 6044 both inclusive and LNAC 6065 to 6069 both inclusive.

or to
be deleted

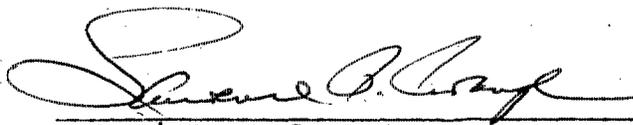
3. All the remaining terms and provisions of the Chattel Mortgage remain in full force and effect, and the Chattel Mortgage as hereby amended is hereby confirmed and approved.

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 
Vice President

ATTEST:

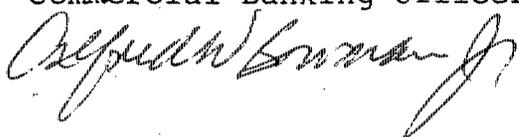

Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By 
Vice President

ATTEST:


Commercial Banking Officer



SCHEDULE A

DESCRIPTION OF CARS AND LEASES

| Type of Car | Quantity | Lessee | Date Lease | Term Yrs. | Car Numbers (Both Inclusive) | Total Cost | Collateral Value |
|--|----------|---|-------------|-----------|-----------------------------------|---------------|------------------|
| Box, 52'5", 70 Ton Insulated | 250 | British Columbia Railroad | 7-16-73 | 5 | BCIT 800400-800649 | \$6,363,370 | \$5,090,696 |
| Boxcar, 52'5", 70 Ton RBL | 61 | Miller Brewing Company | 3-21-75 (1) | 1 | ARMH 787020-787080 | 2,304,980 | 1,843,984 |
| Sideslider, 52'5", 70 Ton | 55 | Louisville, New Albany and Corydon Railroad Company | 1-23-76 (2) | 15 | LNAC 6000-6034 and LNAC 6045-6064 | 2,284,766 | 1,827,812 |
| Boxcar, 50'6", 70 Ton, Single Sheathed | 200 | The Pickens Railroad Co. | 10-7-75 (3) | 15 | PICK 1777-1976 | 5,515,411 | 4,412,329 |
| Open Top Hopper Cars, 3600 Cubic Feet, 100 Ton | 100 | Detroit, Toledo, and Irononton Railroad Company | 4-5-76 | 10 | DTI 3000-3099 | 1,680,553 (4) | 1,344,442 |

\$18,149,080

\$14,519,264

- (1) As amended 7-28-75
- (2) As amended 6-1-76
- (3) As amended 5-4-76
- (4) For 51 cars only