

RECORDATION NO. 8188-HH
SEP 15 1976 10 30 AM

RECORDATION NO. 8188-CC
SEP 15 1976 10 30 AM

UNITED STATES
RAILWAY LEASING COMPANY
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

2200 EAST DEVON AVENUE, DES PLAINES, ILLINOIS 60018 (312) 297-3200
RECORDATION NO. 8188-FF
RECORDATION NO. 8188-PP

SEP 15 1976 10 30 AM
SEP 15 1976 10 30 AM
SEP 15 1976 10 30 AM
September 14 1976

RECORDATION NO. 8188-JJ
SEP 15 1976 10 30 AM
INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 8188-KK
SEP 15 1976 10 30 AM
Dob
Fee \$
SEP 15 1976 70-

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423
ICC Washington, D. C.

Re: Third Amendment to Chattel Mortgage
dated as of August 1, 1976
RECORDATION NO. 8188-EE
SEP 15 1976 10 30 AM

Gentlemen:

Delivered to you herewith for filing pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder are seven (7) fully executed counterparts of the above-referenced Third Amendment, eight (8) fully executed counterparts each of two (2) separate Assignments of Lease dated as of August 1, 1976 and eight (8) fully executed counterparts each of four (4) separate Releases of Assignment of Lease dated as of August 1, 1976, all as more fully described herein.

The parties to the Third Amendment are:

- Mortgagor: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018
- Mortgagee: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

The railcars being removed from the lien of the Chattel Mortgage hereinafter referred to by the Third Amendment are described in Schedule A hereto, and the railcars being added to the lien of said Chattel Mortgage by the Third Amendment are described in Schedule B hereto.

- The parties to the Assignments are:
- Assignor: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

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I.C.C.
FEE OPERATION BR.

Handwritten signature: C. Kander

Office of the Secretary
Interstate Commerce Commission
Page Two
September 14, 1976

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

The leases being assigned pursuant to the Assignments
are described in Schedule B hereto.

The parties to the Releases are:

Releasor: 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
Des Plaines, Illinois 60018

The leases being released pursuant to the Releases
are described in Schedule A hereto.

The Third Amendment, Assignments, and Releases all
relate to that certain Chattel Mortgage (Railroad Equipment
Security Agreement) dated as of January 19, 1976, as amended,
between United States Railway Leasing Company and Continental
Illinois National Bank and Trust Company of Chicago, as Agent,
which was recorded with the Interstate Commerce Commission on
January 22, 1976, at 1:10 p.m., as Recordation No. 8188, and
should be filed as subfilings under that recordation number.

Enclosed is Rosenthal and Schanfield Check No. 20367,
in the amount of \$70.00 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: I. Walter Deitch, 105 West Adams Street,
Chicago, Illinois 60603.

Very truly yours,

UNITED STATES RAILWAY LEASING COMPANY

By:


Assistant Secretary

SCHEDULE A

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>DATE OF LEASE</u>	<u>TERM YRS.</u>	<u>CAR NUMBER (BOTH INCLUSIVE)</u>
Box, 52'5"70 ton RBL	61	Miller Brewing Company	3-21-75, as amended	1	ARMH 787020-787080
Sideslider, 52'5"70 ton	55	Louisville, New Albany and Crystal Railroad Company	1-23-76, as amended	15	LNAC 6000-6034 LNAC 6045-6064
Boxcar, 50'6"70 ton, Single Sheathed	200	The Pickens Railroad Co.	10-7-75, as amended	15	PICK 1777-1976
Open Top Hopper Cars	100	Detroit, Toledo & Ironton Railroad Company	4-5-76	10	DTI 3000-3099

SCHEDULE B

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>DATE OF LEASE</u>	<u>TERM YRS.</u>	<u>CAR NUMBER</u>
Boxcar, 50'6"70 ton Single Sheathed	100	Louisville, New Albany and Corydon Railroad Company	6-15-76	15	LNAC 3011-3110
Boxcar, 50'6"70 ton Single Sheathed	50	Toledo, Peoria & Uleston Railroad Co.	5-13-76	15	TPW 70001-70050

Interstate Commerce Commission

Washington, D.C. 20423

9/15/76

OFFICE OF THE SECRETARY

I. Walter Deitch
105 West Adams Street
Chicago, Illinois 60603

Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on 9/15/76 at 10:50am

and assigned recordation number(s)

8188-CC

8188-GG

8188-DD

8188-HH

8188-EE

8188-II

8188-FF

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SEP 15 1976 11:50 AM

THIRD AMENDMENT TO CHATTEL MORTGAGE

THIRD AMENDMENT TO CHATTEL MORTGAGE dated as of August 1, 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, 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 as ICC Recordation 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, and by that certain Second Amendment to Chattel Mortgage dated as of June 25, 1976 and recorded with the ICC as ICC Recordation No. 8188-Z (said Chattel Mortgage as so amended being hereinafter called the "Chattel Mortgage") in order to grant a security interest in the rail cars ("Cars") described in Schedule A thereto as security for notes issued pursuant to the Revolving Credit Agreement; and

WHEREAS, Mortgagor has made or contemporaneously with the delivery hereof by Mortgagee will make (i) a partial prepayment on said notes from moneys borrowed or to be borrowed and secured, in part, by a lien on certain of said Cars and (ii) grant a security interest in certain railcars, all in such amounts and manner so as to entitle Mortgagor to have certain of the Cars released from the lien of the Chattel Mortgage; and

WHEREAS, in order to accomplish said prepayment and borrowing and in order to delete certain Cars leased to Detroit, Toledo & Ironton Railroad Company ("DTI"), it is necessary to delete from said Schedule A those of the Cars used or to be used as security for said borrowing, to add to said Schedule A certain rail cars and to delete those of the Cars leased to DTI; 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

WHEREAS, after giving effect to said prepayment and addition of rail cars, the requirements of Sections 4.1 of the Chattel Mortgage and Section 4.3 of the Revolving Credit Agreement will have been satisfied.

NOW, THEREFORE, in consideration of the premise 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.

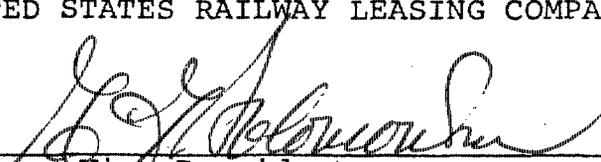
2. Mortgagee does hereby release and remise from the lien of the Chattel Mortgage and does hereby transfer and convey to the Company, all of its right, title and interest in and to the rail cars described in Schedule B hereto.

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.

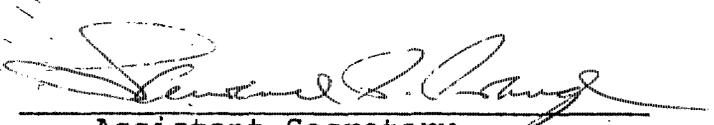
IN WITNESS WHEREOF, the Mortgagor and Mortgagee have each caused their respective corporate names to be hereunto subscribed and their respective corporate seals to be hereunto affixed by their respective officers thereunto duly authorized, all as of the day, month and year first above written.

UNITED STATES RAILWAY LEASING COMPANY

By


Vice President

ATTEST:

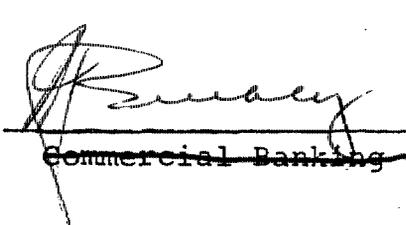

Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By


Vice President

ATTEST:


Commercial Banking Officer

OPERATIONS OFFICER ^{OR}

SCHEDULE A

DESCRIPTION OF CARS AND LEASES

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Date Lease</u>	<u>Term Yrs.</u>	<u>Car Numbers (Both Inclusive)</u>	<u>Total Cost</u>	<u>Collateral Value</u>
Box, 52'5, 70 Ton, Insulated	250	British Columbia Railroad	7-16-73	5	BCIT 800400-800649	\$ 6,363,370	\$ 5,090,696
Boxcar, 50'6", 70 Ton Single Sheathed	100	Louisville, New Albany and Corydon Railroad	6-15-76	15	LNAC 3011-3110	2,928,750	2,343,000
Box, 50'60", 70 Ton, Single Sheathed	50	Toledo, Peoria & Western Railroad Co.	5-13-76	15	TPW 70001-70050	1,464,033	1,171,221
						<u>\$10,756,153</u>	<u>\$8,604,923</u>

SCHEDULE B

DESCRIPTION OF CARS AND LEASES

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Date Lease</u>	<u>Term Yrs.</u>	<u>Car Numbers (Both Inclusive)</u>
Open top hopper cars 36,000 cubic feet 100 ton	100	Detroit, Toledo & Irononton Railroad Company	4-5-76	10	DTI 3000-3099