

UNITED STATES
RAILWAY LEASING COMPANY

2200 EAST DEVON AVENUE • DES PLAINES, ILLINOIS 60018 • (312) 297-3200

RECORDATION NO. 8188-KK Filed & Recorded

RECORDATION NO. 8188-JJ Filed & Recorded
December 22, 1976

DEC 23 1976 10 12 AM

DEC 23 1976 10 12 AM 6.358A03D

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION
DEC 23 1976

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

Fee \$ 20.
ICC Washington, D. C.

RECEIVED
DEC 23 10 07 AM '76
I.C.C.
FEE OPERATION BR.

Re: Fourth Amendment to Chattel Mortgage
dated as of December 15, 1976

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act, and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing seven (7) fully executed counterparts of the above-referenced Fourth Amendment, and seven (7) fully executed counterparts of an Assignment of Lease, each dated as of December 15, 1976, all as more fully described herein. *

The parties to the Fourth Amendment are:

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

The parties to the Assignment of Lease are:

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

* The Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 18, 1976 to which the enclosed document is an amendment was duly filed and recorded at 10:55 a.m. on January 22, 1976 and assigned Recordation Number 8188.

(Handwritten signature) C.T. Kopylen

Office of the Secretary
Page Two
December 22, 1976

A description including lettering and car numbers of the equipment covered by the Fourth Amendment and a description of the lease covered by the Assignment of Lease are contained in Schedule A attached to this letter.

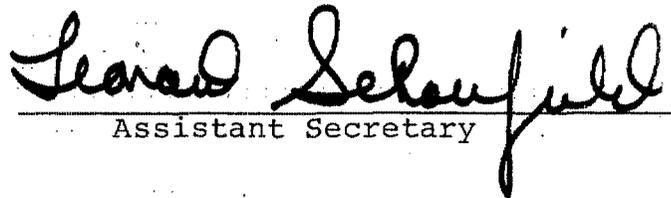
Enclosed is Rosenthal and Schanfield check no. 20676 in the amount of \$20.00 representing \$10.00 on account of the recordation fee for the Fourth Amendment and \$10.00 on account of the recordation fee for the Assignment of Lease.

Since the above-mentioned documents are being delivered to you by hand, we would appreciate it, if possible, if you could return to the person delivering the same duly stamped copies of the documents not required to be kept by you. If this is not possible, please return the same by mail to:

I. Walter Deitch, Esquire
Rosenthal and Schanfield
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603

Very truly yours,

UNITED STATES RAILWAY LEASING COMPANY


Assistant Secretary

SCHEDULE A

Description of Cars and Leases

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Lease Date</u>	<u>(Years)</u>	<u>(Both Inclusive)</u>	<u>Total Cost</u>	<u>Collateral Value</u>
100-ton, 5701 cu. ft. covered hopper cars	52	Archer Daniels Midland Company	12-6-76	5	USLX 5810-5861	\$1,832,297	\$1,465,838

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

12/23/76

I Walter Deitch, Esq.
Rosenthal and Schanfield
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603

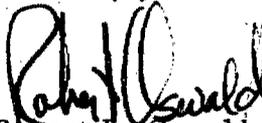
Dear

Sir:

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 12/23/76 at 10:15am and assigned recordation number(s)

8188-JJ & 8188-KK

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

RECORDATION NO. 8188 *JJ* Filed & Recorded

DEC 23 1976 10 13 AM

INTERSTATE COMMERCE COMMISSION

FOURTH AMENDMENT TO CHATTEL MORTGAGE

United States Railway Leasing Company, an Illinois corporation (herein called the "Mortgagor") does hereby pledge, mortgage and grant a security interest unto Continental Illinois National Bank and Trust Company of Chicago, as Agent (herein called the "Agent") on account of the Banks (herein called the "Banks") parties to that certain Revolving Credit Agreement dated as of January 19, 1976 among the Mortgagor, the Agent and the Banks, in and to the railroad cars described in Schedule A hereto.

This Fourth Amendment is issued pursuant to and is governed by the terms and provisions of the Chattel Mortgage dated as of January 19, 1976 from the Mortgagor to the Agent, as amended May 1, 1976, June 25, 1976 and August 1, 1976 and filed under Section 20c of the Interstate Commerce Act as Document Numbers 8188, 8188-M, 8188-Z, and 8188-CC.

Dated as of December 15, 1976.

UNITED STATES RAILWAY LEASING COMPANY

By: *Ralph E Bell*
Vice President

[Corporate Seal]

ATTEST:

Mark Heath
Assistant Secretary

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

On this 21 day of December, 1976 before me personally appeared Ralph E. Bell, to me personally known, who being by me duly sworn says that he is the Vice President of United States Railway Leasing Company, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Dorothy D. Boon
Notary Public [Seal]

My Commission Expires: MY COMMISSION EXPIRES DECEMBER 8, 1979

SCHEDULE A

Description of Cars and Leases

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Lease Date</u>	<u>(Years)</u>	<u>(Both Inclusive)</u>	<u>Total Cost</u>	<u>Collateral Value</u>
00-ton, 5701 cu. ft. covered hopper cars	52	Archer Daniels Midland Company	12-6-76	5	USLX 5810-5861	\$1,832,297	\$1,465,838