

UNITED STATES
RAILWAY LEASING COMPANY

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

RECORDATION NO. 8188 Filed & Recorded

December 27, 1976

DEC 28 1976 10 45 AM

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DEC 28 1976 10 45 AM

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

INTERSTATE COMMERCE COMMISSION

6-363A029
JAN 28 1977
DEC 28 1976
ICC Washington, D. C.

Re: Fifth Amendment to Chattel Mortgage
dated as of December 22, 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 Fifth Amendment and eight (8) fully executed counterparts of an Assignment of Lease, each dated as of December 22, 1976, all as more fully described herein. * (See below)

The parties to the Fifth 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 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 and Trust Company of Chicago, as Agent 231 South LaSalle Street Chicago, Illinois 60693

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

* The Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 19, 1976 to which the enclosed documents pertain was duly filed and recorded at 10:55 a.m. on January 22, 1976 and assigned Recordation Number 8188.

Counterpart: CT. Korner

RECEIVED
DEC 28 10 42 AM '76
I.C.C.
OPERATION BR.

Office of the Secretary
Page Two
December 27, 1976

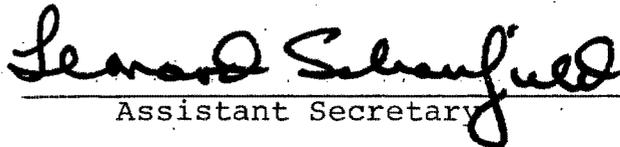
Enclosed is Rosenthal and Schanfield check no. 20683 in the amount of \$20.00 representing \$10.00 on account of the recordation fee for the Fifth Amendment and \$10.00 on account of the recordation fee for the Assignment of Lease.

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>Term (Years)</u>	<u>Car Reporting Marks (Both Inclusive)</u>	<u>Total Cost</u>	<u>Collateral Value</u>
52.5" 50-ton Insulated box cars	148	British Columbia Railway Co.	7-16-73	5	BCIT800200- 800349 (except 800251 and 800325)	\$3,693,180	\$2,954,540

Interstate Commerce Commission
Washington, D.C. 20423

12/28/76

OFFICE OF THE SECRETARY

I. Walter Deitch, Esq.

Rosenthal & 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 **12/28/76** at **10:45am** and assigned recordation number(s) **8188-LL & 8188-MM**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

Interstate Commerce Commission

Washington, D.C. 20423

12/28/76

OFFICE OF THE SECRETARY

I. Walter Deitch, Esq.

Rosenthal & Schanfield

55 East Monroe Street Suite 4620

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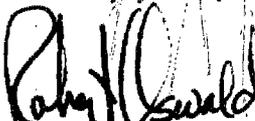
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Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

DEC 28 1976 10 45 AM

FIFTH AMENDMENT TO CHATTEL MORTGAGE INTERSTATE COMMERCE COMMISSION

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 Fifth 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, August 1, 1976 and December 15, 1976 and filed under Section 20c of the Interstate Commerce Act as Document Numbers 8188, 8188-M, 8188-Z, 8188-CC and 8188-JJ.

Dated as of December 22, 1976.

UNITED STATES RAILWAY LEASING COMPANY

By: _____

Ralph E Bell
Vice President

[Corporate Seal]

ATTEST:

[Signature]
Assistant Secretary

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

On this 24th day of December, 1976,
before me personally appeared Ralph G. Bell and
Laurence P. Prange, to me personally known, who
being by me duly sworn, say that they are Vice President and
Assistant Secretary, respectively, of UNITED STATES RAILWAY
LEASING COMPANY, that the seal affixed to the foregoing instru-
ment 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.

Edfrede M. Rieger
Notary Public [Seal]

My Commission Expires: My Commission Expires June 28, 1978

SCHEDULE A

Description of Cars and Leases

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Lease Date</u>	<u>Term (Years)</u>	<u>Car Reporting Marks (Both Inclusive)</u>	<u>Total Cost</u>	<u>Collateral Value</u>
52'5" 50-ton Insulated box cars	148	British Columbia Railway Co.	7-16-73	5	BCIT800200- 800349 (except 800251 and 800325)	\$3,693,180	\$2,954,540