

ROSENTHAL AND SCHANFIELD
PROFESSIONAL CORPORATION
ATTORNEYS

REC'D
MAY 27 10 30 AM '77

LEONARD SCHANFIELD
WILLIAM P. ROSENTHAL
STANLEY R. WEINBERGER
NORMAN L. ROTHENBAUM
LESTER ROSEN
FRANK R. BALL, JR.
HENRY M. MORRIS
MARVIN COHN
MARTIN K. BLONDER
HARVEY J. BARNETT
I. WALTER DEITCH
ROBERT R. TEPPER

STEPHEN P. KIKOLER
DAVID M. ROSENTHAL
DANIEL P. STERNBERG
ROBERT I. BERGER
JOEL C. LEVIN
MYRNA B. WEISSMAN
STEVEN A. GROSSMAN
ROSS P. BENJAMIN
MARTIN J. FRIEDMAN

NO. 7-147A047
MAY 27 1977

Date
Fee \$ 30
RECORDATION NO. 8188-39
MAY 27 1977 - 10 40 AM

I. C. C.
FEE OPERATION BR.
MID-CONTINENTAL PLAZA
SUITE 4620
55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603
PHONE: 312-236-5622

ICC Washington, D.C. INTERSTATE COMMERCE COMMISSION

May 26, 1977

RECORDATION NO. 8188-SS
Filed & Recorded

MAY 27 1977 - 10 40 AM

RECORDATION NO. 8188-RR
Filed & Recorded

MAY 27 1977 - 10 40 AM

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

INTERSTATE COMMERCE COMMISSION

RE: Seventh Amendment to Chattel Mortgage
Dated as of April 1, 1977

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 eight (8) fully executed counterparts of the above referenced Seventh Amendment, and eight (8) fully executed counterparts of two (2) separate Releases of Assignment of Lease, each dated as of March 1, 1977, all as more fully described herein.

The parties to the Seventh 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 Releases of Assignment of Lease are:

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

*** The enclosed documents relate to that certain Chattel Mortgage dated as of January 19, 1976, as amended, which was recorded at 10:55 a.m. on January 22, 1976 and assigned Rec. No. 8188.

Handwritten signature: C. J. Koppeler

ROSENTHAL AND SCHANFIELD

Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423
May 26, 1977

Releasor: 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 being deleted by the Seventh Amendment and a description of the Leases covered by the Releases of the Assignment of Lease are contained in Schedule A to this letter.

Enclosed is Rosenthal and Schanfield Check No. 21189 in the amount of \$30.00 in payment of all recording and filing fees.

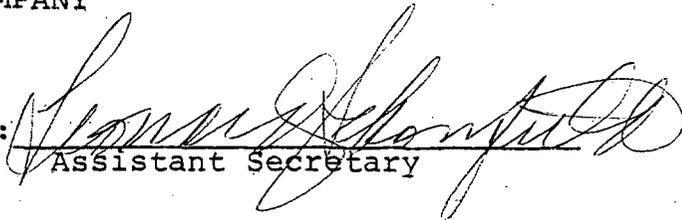
Since the above mentioned documents are being delivered to you by hand, we would appreciate it if you could return to the person delivering the same duly stamped copies of the documents not required to be kept by you. If this is not possible, please return the same by mail to:

I. Walter Deitch, Esq.
ROSENTHAL AND SCHANFIELD
55 East Monroe Street, Suite 4620
Chicago, Illinois 60603

Very truly yours,

UNITED STATES RAILWAY LEASING
COMPANY

BY:


Assistant Secretary

LS:nev
Enc.

Release

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>
Box, 52'5", 70 Ton, Insulated	250	British Columbia Railroad	7-16-73	5	BCIT 800400- 800649
Boxcar, 52'5", 70 Ton, Insulated	148	British Columbia Railroad	7-16-73	5	BCIT 800200- 800349*

*Excluding car number BCIT 800251 and BCIT 800325

SCHEDULE A

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>
Covered Hopper Cars, 5750 cu. ft., 100 Ton*	52	Archer Daniels Midland	12-6-76	5	USIX 5810-5861

*Manufactured by ACF Industries

Interstate Commerce Commission
Washington, D.C. 20423

5/27/77

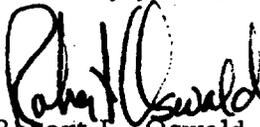
OFFICE OF THE SECRETARY

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 **5/27/77** at **10:40am** and assigned recordation number(s) **8188-QQ, 8188-RR & 8188-SS**.

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

MAY 27 1977 - 10 40 AM

INTERSTATE COMMERCE COMMISSION
RELEASE OF ASSIGNMENT OF LEASE

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY (hereinafter called the "Company") has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter called the "Mortgagee") as Agent under that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 19, 1976, as amended, ("Chattel Mortgage"), that certain Assignment of Lease (hereinafter called the "Assignment") dated as of January 19, 1976 wherein and whereby, among other things, the Company assigned to the Mortgagee all of the Company's right, title and interest, as lessor, under that certain Lease Agreement dated July 16, 1973 (hereinafter called the "Lease") between the Company, as lessor, and BRITISH COLUMBIA RAILWAY CO. as lessee, covering Two Hundred Fifty (250) units of railroad equipment bearing car reporting marks BCIT 800400 through 800649 both inclusive (hereinafter called the "Cars"); which Lease has heretofore been filed with the Interstate Commerce Commission as Recordation No. 7261; and

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission as Recordation No. 8881-B; and

WHEREAS, the Company has heretofore (i) made or will contemporaneously with the delivery hereof make a prepayment on the notes issued under the Revolving Credit Agreement hereinafter described and secured by the Chattel Mortgage and the Assignment and (ii) granted or contemporaneously with the delivery hereof will grant, a security interest in certain rail-cars and assigned or will assign certain leases thereof, all in such amount and manner that the Company is entitled to the release of the Assignment; and

WHEREAS, the Company desires to obtain the release of the Assignment from the Mortgagee as provided in Section 4.2 of that certain Revolving Credit ("Revolving Credit Agreement") dated as of January 19, 1976 among the Company, Mortgagee and certain other banks pursuant to which the Chattel Mortgage and the Assignment were granted.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, and pursuant to Section 4.2 of the Revolving Credit Agreement, the Mortgagee hereby releases and relinquishes to the Company all of its right, title and interest in the Cars and the Lease and the Assignment shall be of no further force and effect.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent aforesaid, has caused this instrument to be executed by its proper officers thereunto duly authorized and its corporate seal to be hereunto affixed on and as of the 1st day of March, 1977.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, as
Agent under the Chattel Mortgage

BY: Charles E. Smith
Vice President

ATTEST:

James B. Boyd
Operations Officer

ACCEPTED:

UNITED STATES RAILWAY LEASING
COMPANY

BY: G. L. Blumstein
Vice President

ATTEST:

James B. Boyd
Assistant Secretary

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

On this 3rd day of May, 1977, before me personally appeared E. L. Solomonson and Laurence P. Prange 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 acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Herb C. Klein
My Commission expires 9/22/78.

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

On this 12th day of May, 1977, before me personally appeared Charles E. Smith and GEORGE A. GRONSKIS 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 acknowledge that the execution of the foregoing instrument was the free act and deed of said association.

F. C. Behrendt
My Commission expires 22 May 1977.