

UNITED STATES RAILWAY LEASING CO.

A SUBSIDIARY OF  EVANS PRODUCTS COMPANY

TRANSPORTATION SYSTEMS & INDUSTRIAL GROUP

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

RECORDATION NO. 8188-22 Filed & Recorded

JUN 15 1977 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

June 14, 1977

RECORDATION NO. 8188 TT Filed & Recorded

JUN 15 1977 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8188 21 Filed & Recorded

JUN 15 1977 - 11 00 AM

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

INTERSTATE COMMERCE COMMISSION

RE: Eighth Amendment to Chattel Mortgage
Dated as of June 1, 1977

JUN 15 1977
Date
Fee \$ 30

ICC Washington, D. C.

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 eleven (11) fully executed counterparts of the above referenced Eighth Amendment, and twelve (12) fully executed counterparts of two (2) separate Assignments of Lease, each dated as of June 1, 1977, all as more fully described herein.

The parties to the Eighth 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 two (2) separate Assignments of Lease are:

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

Handwritten signature: C. St. Kasper



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I. C. C.
FEE OPERATION BR.

Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423
June 14, 1977

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 being added by the Eighth Amendment and a description of the Leases covered by the Assignments of Lease are contained in Schedule A hereto. The Eighth Amendment and Assignments of Lease relate to that certain Chattel Mortgage dated as of January, 1976 and recorded with the Interstate Commerce Commission as Document No. 8188. Accordingly, the Eighth Amendment and the Assignments should be filed as subfiles under that number.

Enclosed is Rosenthal and Schanfield Check No. 21282 in the amount of \$30.00 in payment of all applicable recording 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
Enclosures

SCHEDULE A

DESCRIPTION OF CARS AND LEASES

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>LEASE DATE</u>	<u>TERM (YRS.)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>	<u>TOTAL COST</u>	<u>COLLATERAL VALUE</u>
52'5" 100 Ton Side Slider Cars	40	Louisiana Pacific Corporation	3-2-77	5	MILW 150400-150439	\$1,651,456	\$1,201,059
50'6" 70 Ton Boxcars	79	The Pickens Railroad Company	5-9-74	15	NSL 100515-100593	2,140,771	1,712,617

Interstate Commerce Commission
Washington, D.C. 20423

6/6/77
6/15/77

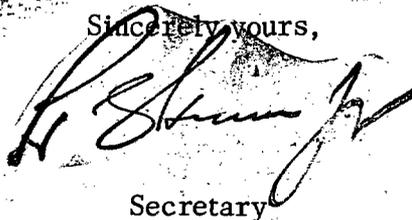
OFFICE OF THE SECRETARY

I Walter Deitch
Rosenthal & Schanfield
55 East Monroe St.
Chicago, Ill. 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 **6/15/77** at **11:00** and assigned recordation number(s) **8188-TT, 8188-UU, 8188-VV**

Sincerely yours,



Secretary

Enclosure(s)

SE-30
(5/76)

8188-TT

EIGHTH AMENDMENT TO CHATTEL MORTGAGE

CURATORIAL NO. 8188 TT Filed & Recorded

JUN 15 1977-11 00 AM

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") party to that certain Revolving Credit Agreement dated as of January 19, 1976, as amended, among the Mortgagor, the Agent and the Banks, in and to the railroad cars described in Schedule A hereto.

This Eighth 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, December 15, 1976, December 22, 1976, March 1, 1977 and April 1, 1977 and filed under Section 20c of the Interstate Commerce Act as Document Numbers 8188, 8188-M, 8188-Z, 8188-CC, 8188-JJ, 8188-LL, 8188-NN and 8188-QQ.

Dated as of June 1, 1977.

UNITED STATES RAILWAY LEASING COMPANY

BY: *G. G. Anderson*
Vice President

[Corporate Seal]

ATTEST:

James H. Camp
Assistant Secretary

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

On this 12th day of June, 1977,
before me personally appeared G. L. Solomonson
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
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
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Irva Klein
Notary Public (Seal)

My Commission Expires: My Commission Expires Sept. 22, 1978.

SCHEDULE A

DESCRIPTION OF CARS AND LEASES

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