

ROSENTHAL AND SCHANFIELD RECEIVED

PROFESSIONAL CORPORATION
ATTORNEYS

JAN 30 10 31 AM '78

CERTIFICATION UNIT

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
MORTON DENLOW
ROBERT I. BERGER
JOEL C. LEVIN
MYRNA B. WEISSMAN
RALPH J. ESPOSITO
ROSS P. BENJAMIN
MARTIN J. FRIEDMAN

MID-CONTINENTAL PLAZA
SUITE 4620
55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603
PHONE: 312-236-5622

January 26, 1978

RECORDATION NO. 9015-15 Filed & Recorded

JAN 30 1978 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

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

RE: Second Amendment to Equipment Trust Agree-
ment Dated as of January 1, 1978

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder, we hand you herewith for filing eighteen (18) executed counterparts of the above referenced Second Amendment to Equipment Trust Agreement, all as more fully described below:

Issuer: United Equipment Leasing Associates
2200 East Devon Avenue
Des Plaines, Illinois 60018

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

Guarantor: Evans Transportation Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

The Second Amendment refers to that certain Equipment Trust Agreement dated as of September 1, 1977, and recorded with the Interstate Commerce Commission on September 27, 1977, as Recordation No. 9015. Accordingly, the Second Amendment should be recorded as a sub-filing under that number.

8-030A031

JAN 30 1978

Date

Fee \$

ICC Washington, D. C.

C. Dunst

ROSENTHAL AND SCHANFIELD

January 26, 1978
Page Two

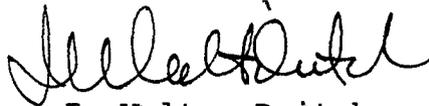
Enclosed is Rosenthal and Schanfield's Check No. 22093 in the amount of \$10.00 in payment of the applicable recording and filing fees.

Since the above mentioned documents are being delivered to you by hand, we would appreciate it if you would 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
ROSENTHAL AND SCHANFIELD
55 East Monroe Street, Suite 4620
Chicago, Illinois 60603

Very truly yours,

ROSENTHAL AND SCHANFIELD



I. Walter Deitch

IWD:nev
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

1/30/78

I. Walter Deitch
Kosenthal And Schanfield
55 East Monroe Street, Suite 4620
Chicago, Illinois 60605

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 at
and assigned recordation number(s) **1/30/78** **10:35am**

9015-11
Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

SECOND AMENDMENT TO
EQUIPMENT TRUST AGREEMENT

RECORDATION NO. 9015-B Filed & Recorded

JAN 30 1978 -10 25 AM

INTERSTATE COMMERCE COMMISSION

Second Amendment to Equipment Trust Agreement dated as of January 1, 1978 among Continental Illinois National Bank and Trust Company of Chicago (the "Trustee"), Evans Transportation Company ("ETC") and United Equipment Leasing Associates ("Associates").

W I T N E S S E T H:

WHEREAS, the parties hereto have heretofore executed and delivered among one another that certain Equipment Trust Agreement dated as of September 1, 1977, as amended as of September 29, 1977 (hereinafter together called the "Equipment Trust Agreement"); and

WHEREAS, the Equipment Trust Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on September 27, 1977 as Recordation Nos. 9015 and 9015-A; and

WHEREAS, pursuant to Section 3.01 of the Equipment Trust Agreement, Associates deems it necessary or desirable to procure for its use and to include in the Trust created by the Equipment Trust Agreement other Equipment (as defined in the Equipment Trust Agreement) in lieu of units of Equipment specifically described in Schedule A thereto prior to the acceptance of such Equipment by the Trustee; and

WHEREAS, to effect such substitution Associates desires to amend Schedule A as hereinafter provided, and ETC and the Trustee are agreeable thereto.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree as follows:

1. Schedule A to the Equipment Trust Agreement is amended as follows:

a) by deleting from the description of the first group of rail cars under the columns headed "Quantity" and "Car Numbers (Both Inclusive)" the numbers "145" and "100144" and substituting therefor the numbers "73" and "100072" respectively;

b) by deleting from the description of the second group of rail cars under the column headed "Type of Car" the words "and 30,000 gallon tank cars";

c) by deleting from the description of the second group of rail cars under the columns headed "Quantity" and "Car Numbers (Both Inclusive)" the numbers "60" and "78062" and substituting therefor the numbers "36" and "78038" respectively;

d) by adding to Schedule A after the description of the third group of rail cars the description of rail cars set forth in Exhibit A hereto; and

e) by deleting from the column headed "Quantity" the number "293" and substituting therefor the number "283".

2. All the remaining terms and provisions of the Equipment Trust Agreement remain in full force and effect, and the Equipment Trust Agreement as hereby amended is hereby ratified, confirmed and approved.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

(CORPORATE SEAL)

BY

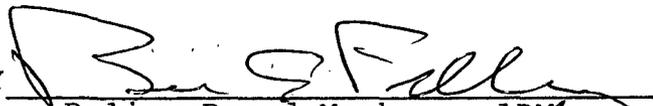

Vice President

ATTEST:

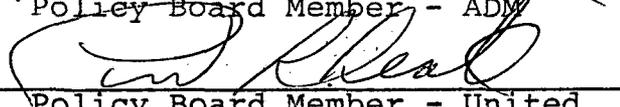

Trust Officer

UNITED EQUIPMENT LEASING ASSOCIATES

BY


Policy Board Member - ADM

BY


Policy Board Member - United

EVANS TRANSPORTATION COMPANY

(CORPORATE SEAL)

BY


Vice President

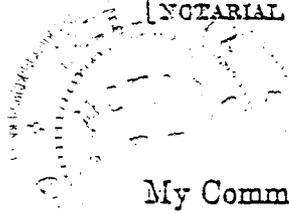
ATTEST:


Assistant Secretary

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 25 day of January 1978, before me personally appeared DONALD W. ALFVIN, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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.

[NOTARIAL SEAL]

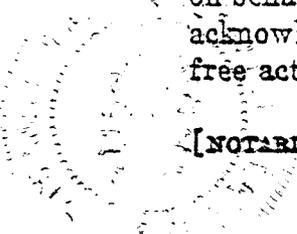

Harold J. [Signature]
Notary Public

My Commission expires: December 6, 1981

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 3rd day of Jan, 1978, before me personally appeared Ben E. Fellows and Paul R. Teak, to me personally known, who, being by me duly sworn, say that they are members of the Policy Board of UNITED EQUIPMENT LEASING ASSOCIATES, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

[NOTARIAL SEAL]


Stephanie [Signature]
Notary Public

My Commission expires: 5-7-81

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 25th day of Jan, 1978, before me personally appeared Paul R. Teal, to me personally known, who, being by me duly sworn, says that he is a Vice President of EVANS TRANSPORTATION 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.

[NOTARIAL SEAL]

Stephanie Locher
Notary Public

My Commission expires: 5-7-81

EXHIBIT 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>
30,000 gallon tank cars	24	Archer-Daniels-Midland Company	5/31/77	12	UELX 78039 through 78062 ✓
5700 cu. ft. covered hoppers	25	Archer-Daniels-Midland Company	3/1/77	12	UELX 60005-60029 ✓
4750 cu. ft. covered hoppers	25	Tabor Milling Company	8/12/77	12	UELX 10000-10024 ✓
5700 cu. ft. covered hoppers	12	Archer-Daniels-Midland Company	9/6/77	12	UELX 30000-30011 ✓