

UNITED STATES
RAILWAY LEASING COMPANY

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

6-2731021
SEP 29 1976
Date

Fee \$

ICC Washington, D.C.

September 27, 1976

RECORDATION NO. 7482-B
Filed & Recorded

SEP 29 1976 - 11 43 AM

INTERSTATE COMMERCE COMMISSION

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

Re: Second Supplemental Agreement
dated as of August 1, 1976

Gentlemen:

Enclosed herewith for filing and recording pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder are six (6) fully executed counterparts of the above-referenced Second Supplemental Agreement. The parties to this Second Supplemental Agreement are:

Vendor-Lessee: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

Vendee-Lessor: Bank of America National Trust
and Savings Association
Bank of America Center
555 California Street
San Francisco, California 94120

Guarantor: United States Railway Equipment Co.
2200 East Devon Avenue
Des Plaines, Illinois 60018

Guarantor: U. S. Railway Mfg. Co.
2200 East Devon Avenue
Des Plaines, Illinois 60018

RECEIVED
SEP 29 11 39 AM '76
I.C.C.
FEDERAL
OPERATIONS
BR.

This Second Supplemental Agreement amends Schedule A to that certain Equipment Trust Agreement dated as of April 1, 1974 as supplemented by that certain Supplemental Agreement dated as of February 1, 1976 (hereinafter called the "Original Agreement") by changing car reporting marks AMR 501-525 to USLX 50125-50149.

Since the Original Agreement was recorded with the ICC as Recordation Number 7482 and 7482-A the enclosed Second Supplemental Agreement should be recorded as a subfiling under no. 7482.

Office of the Secretary
Interstate Commerce Commission
September 27, 1976
Page Two

Enclosed is Rosenthal and Schanfield check number 20414 in the amount of \$10.00 in payment of all applicable filing and recording fees.

I would appreciate it if you would return four (4) recorded counterparts of this Second Supplemental Agreement to:

I. Walter Deitch, Esq.
Rosenthal and Schanfield
105 West Adams Street
Chicago, Illinois 60603

Very truly yours,

UNITED STATES RAILWAY LEASING COM

Leonard Schanfield /us
Assistant Secretary

Enclosures

sc

cc: T. J. Zupfer

Interstate Commerce Commission
Washington, D.C. 20423

10/13/76

OFFICE OF THE SECRETARY

I. Walter Deitch, Esq.
Rosenthal and Schanfield
105 West Adams Street
Chicago, Illinois 60603

Dear

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 9/29/76 at 11:45am, and assigned recordation number(s) 7482-B

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

7482-B
RECORDED
AUG 29 1976
U.S. DEPT. OF COMMERCE

SECOND SUPPLEMENTAL AGREEMENT

THIS SECOND SUPPLEMENTAL AGREEMENT dated as of August 1, 1976 among Bank of America National Trust and Savings Association (hereinafter called the "Trustee"), United States Railway Leasing Company, an Illinois corporation (hereinafter called the "Company"), United States Railway Equipment Co., an Illinois corporation (hereinafter called the "Equipment Co.") and U. S. Railway Mfg. Co., an Illinois corporation (hereinafter called "Railco").

WITNESSETH

WHEREAS, the Trustee, the Company, Equipment Co. and Railco have heretofore executed and delivered with and to each other that certain Equipment Trust Agreement dated as of April 1, 1974 as supplemented by that certain Supplemental Agreement dated as of February 1, 1976 (together hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act and assigned Recordation Nos. 7 and 7482-A; and

WHEREAS, pursuant to Section 4.09 of the Agreement, the Trustee has terminated one lease covering certain of the equipment and lease

WHEREAS, the rail cars so leased have different car reporting marks from the ones set forth in Schedule A to the Agreement; and

WHEREAS, the parties hereto desire to amend said Schedule A to reflect the car reporting marks that said rail cars now bear and to clarify the records of the Interstate Commerce Commission.

NOW, THEREFORE, in consideration of the premises, it is hereby agreed by and among the parties hereto as follows:

1. Schedule A to the Agreement is hereby amended by deleting therefrom car reporting marks "AMR 501-525", both inclusive, and substituting therefor car reporting marks "USLX 50125-50149", both inclusive.

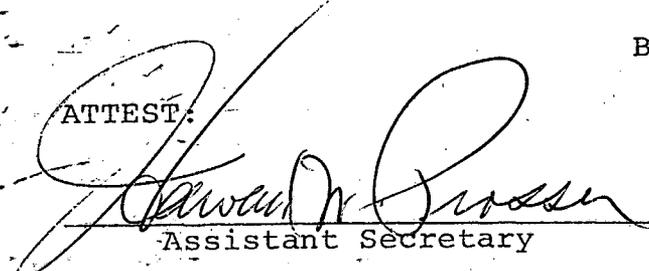
2. All the other terms and provisions of the Agreement remain in full force and effect, and the Agreement as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Second Supplemental Agreement to be duly executed as of the 1st day of August, 1976.

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as Trustee

By: _____

ATTEST:


Assistant Secretary

(SIGNATURES CONTINUED ON P. 3 HEREOF.)

(SIGNATURES CONTINUED FROM P. 2 HEREOF)

UNITED STATES RAILWAY LEASING COMPANY

By: *Ralph E Bell*
Vice President

ATTEST:

James B. Long
Assistant Secretary

UNITED STATES RAILWAY EQUIPMENT CO.

By: *Ralph E Bell*
Vice President

ATTEST:

James B. Long
Assistant Secretary

U. S. RAILWAY MFG. CO.

By: *Ralph E Bell*
Vice President

ATTEST:

James B. Long
Assistant Secretary

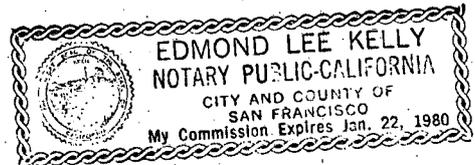
STATE OF CALIFORNIA)
)
CITY AND COUNTY OF) SS
)
SAN FRANCISCO)

On this 9th day of September, 1976,
before me personally appeared E. KELLY
and HOWARD W. PROSSER, to me personally
known, who, being by me duly sworn, say that they are Vice
President and Assistant Secretary, respectively, of BANK
OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, that one
of the seals 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.

Edmond Lee Kelly
Notary Public

My Commission Expires:

1/22/80



STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On this 11th day of August, 1976,
before me personally appeared Ralph E. 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 one of the seals affixed to the
foregoing instrument is the 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.

Robert Shew
Notary Public

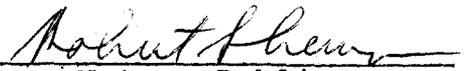
My Commission Expires:

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES NOV. 8 1979
ISSUED THRU ILLINOIS NOTARY ASSOC.



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 11th day of August, 1976,
before me personally appeared Ralph E. 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
EQUIPMENT CO., that one of the seals affixed to the foregoing
instrument is the seal of said corporation, that said instru-
ment 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.


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES NOV. 8, 1979
ISSUED THRU ILLINOIS NOTARY ASSOC.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 11th day of August, 1976,
before me personally appeared Ralph E. Bell
and Laurence P. Prange, to be personally
known, who, being by me duly sworn, say that they are Vice
President and Assistant Secretary, respectively, of U.S. RAILWAY
MFG. CO., that one of the seals affixed to the foregoing instru-
ment is the 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.


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES NOV. 8, 1979
ISSUED THRU ILLINOIS NOTARY ASSOC.