

Executive Offices
The East Tower, Suite 900
2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

10841-B



UNITED STATES RAILWAY LEASING CO.
A DIVISION OF EVANS TRANSPORTATION COMPANY

September 2, 1980

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

RECORDATION NO. 10841-B Filed 1425

SEP 5 1980 - 2 40 PM

RECEIVED
SEP 5 2 33 PM '80
I.C.C.
FEE OPERATION BR.

Re: ~~INTERSTATE COMMERCE COMMISSION~~
Second Amendment to Equipment
Trust Agreement dated as of
February 1, 1980

Gentlemen:

Series 19

Pursuant to Section 11303(a) of Title 49 of the United States Code and the rules and regulations promulgated thereunder, the undersigned hands you herewith for filing ten (10) executed counterparts of the above referenced Amendment, all as more fully described below:

0-249A091
No. **SEP 5 1980**
Date
Fee \$ 10.00
ICC Washington, D. C.

Issuer: United States Railway
Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Trustee: Girard Bank
Three Girard Plaza
Philadelphia, Pennsylvania 19010

Guarantor: Evans Transportation Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

The Second Amendment amends that certain Equipment Trust Agreement dated as of August 1, 1979 as amended by Amendment to Equipment Trust Agreement dated as of October 15, 1979. The Equipment Trust Agreement as amended was recorded with the Interstate Commerce Commission as Document No. 10841 and 10841-A and the Second Amendment should be recorded as the sub-filing thereunder.

Deletes ATW 4050-4099; Substitute ATW 4100-4149
Deletes: FWD 876000 - 876019
Deletes: ATW 20050 - 20069

CT. Kovler

Office of the Secretary
Interstate Commerce Commission
September 2, 1980
Page Two

Enclosed is Rosenthal and Schanfield Check number 25656 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,

UNITED STATES RAILWAY
LEASING COMPANY

By



IWD:db

Enclosures
(multiple)

Interstate Commerce Commission
Washington, D.C. 20423

9/5/80

OFFICE OF THE SECRETARY

I. Walter Deitch
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 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/5/80** at **2:40pm**, and assigned recordation number(s) **10841-B**.

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

IWD:nev
2/14/80
29#18

RECORDATION NO. 10841-B
Filed 1425

SEP 5 1980 -2 40 PM

SECOND AMENDMENT TO EQUIPMENT TRUST AGREEMENT INTERSTATE COMMERCE COMMISSION

Second Amendment to Equipment Trust Agreement dated as of February 1, 1980, by and among GIRARD BANK, a Pennsylvania banking corporation (hereinafter called the "Trustee"), UNITED STATES RAILWAY LEASING COMPANY, an Illinois corporation (hereinafter called the "Company"), and EVANS TRANSPORTATION COMPANY, an Illinois corporation (hereinafter called "ETC").

W I T N E S S E T H That:

WHEREAS, the Company, ETC and the Trustee have heretofore executed that certain Equipment Trust Agreement dated as of August 1, 1979 (the "Original Trust Agreement") providing for the issuance of and security for the Company's 10.25% Equipment Trust Certificates, Series 19, issued or to be issued in an aggregate principal amount not to exceed \$25,000,000 (hereinafter called the "Trust Certificates"); and

WHEREAS, the Original Trust Agreement was recorded with the Interstate Commerce Commission pursuant to 49 USC Sec. 11303 at 12:45 P.M. on September 24, 1979, as Recordation No. 10841; and

WHEREAS, the Company, ETC and the Trustee have heretofore executed that certain Amendment to Equipment Trust Agreement dated as of October 15, 1979 (the "First Amendment") correcting an error in the description of certain railroad cars set forth in the Original Trust Agreement (the Original Trust Agreement as amended by the First Amendment is herein called the "Trust Agreement"); and

WHEREAS, the First Amendment was recorded with the Interstate Commerce Commission pursuant to 49 USC Sec. 11303 at 3:40 P.M. on December 27, 1979 as Recordation No. 10841-A; and

WHEREAS, the Company and ETC desire to amend the Trust Agreement to correct another error in the description of certain railroad cars and to delete from the Trust Agreement certain other railroad cars; and

WHEREAS, The Prudential Insurance Company of America is the holder of all of the issued and outstanding Trust Certificates and has consented to the execution of this Amendment.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and promises herein contained and the payment by the Company to the Trustee of \$10.00 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 Trust Agreement is hereby amended by deleting therefrom the car numbers "ATW 4050-4099" (both inclusive) and substituting therefor "ATW 4100-4149" (both inclusive).

2. Schedule A to the Equipment Trust Agreement is further amended by deleting therefrom in their entirety the railroad cars and leases thereof described in Annex I hereto.

3. The Company agrees to file promptly this Amendment with the Interstate Commerce Commission, all as provided in Section 6.03 of the Trust Agreement.

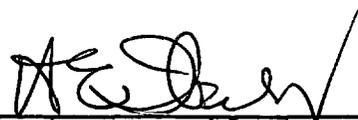
4. All the remaining terms and provisions of the Trust Agreement remain in full force and effect and the Trust Agreement as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the Company, ETC and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their re-

spective corporate seals, duly attested, to be hereunto af-
fixed as of the day and year first above written.

GIRARD BANK

BY:


Vice President

S E A L]

ATTEST:


Corporate Trust Officer

UNITED STATES RAILWAY LEASING
COMPANY

BY:


Vice President

[S E A L]

ATTEST:


Assistant Secretary

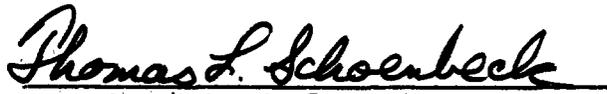
EVANS TRANSPORTATION COMPANY

BY:


Vice President

[S E A L]

ATTEST:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF PHILADELPHIA)

On this 27th day of August, 1980,
before me personally appeared H. E. IKELER, JR.,
to me personally known, who, being by me duly sworn, says
that he is a Vice President of GIRARD Bank, 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 he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Diane A. Baxter
Notary Public

[S E A L]

My Commission expires:

DIANE A. BAXTER, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES AUG. 31, 1981
Member, Pennsylvania Association of Notaries

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

On this 14th day of July, 1980,
before me personally appeared Paul R. Leak,
to me personally known, who, being duly sworn, says that he
is a Vice President of UNITED STATES RAILWAY LEASING COM-
PANY, that one of the seals affixed to the foregoing instru-
ment is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corpora-
tion by authority of its Board of Directors and he acknowl-
edged that the execution of the foregoing instrument was the
free act and deed of said corporation.

Rita M. Kuta
Notary Public

[S E A L]

My Commission expires:

My Commission Expires June 13, 1983

DESCRIPTION OF CARS AND LEASES

ANNEX I

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
21,000 gallon 100 ton coiled and insulated tank cars	20	Fort Worth & Denver Railway Company	4/16/79	2	5/3/79	5	FWD 876000-876019
4780 cu. ft. 100 ton covered hopper cars	20	Atlantic & Western	3/31/78	3	12/11/78	15	ATW 20050-20069