

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

Telephone: 312/640-7000.

10841-A

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

RECORDATION NO. 10841-A Filed 1425

December 26, 1979

DEC 27 1979 - 3 40 PM

9-361A186

No. DEC 27 1979

Date 10.00

Fee \$ 10.00

FEE OPERATION DR. I.O.C.

DEC 27 3 35 PM '79

RECEIVED

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

RE: Amendment to Equipment Trust Agreement
Dated as of October 15, 1979

Gentlemen:

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:

- 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 Amendment amends that certain Equipment Trust Agreement dated as of August 1, 1979 recorded with the Interstate Commerce Commission at 12:45 P.M. on September 24, 1979 as Document No. 10841 and should be recorded as a sub-filing thereunder.

Enclosed is Rosenthal and Schanfield Check No. 24667 in the amount of \$10.00 in payment of the applicable recording and filing fees.

C. J. Kasper

Interstate Commerce Commission

December 26, 1979

Page Two

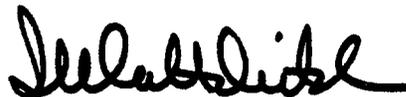
Since the above mentioned documents are being delivered to you by hand, we would appreciate it if you would return to the person delivering the same duly stamped copies of the documents not required to be kept by you. If this is not possible, please return the same by mail to:

I. Walter Deitch
ROSENTHAL AND SCHANFIELD
55 East Monroe Street
Suite 4620
Chicago, Illinois 40603

Very truly yours,

UNITED STATES RAILWAY
LEASING COMPANY

BY:



Assistant Secretary

IWD:nev
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/27/79

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 12/27/79 at 3:40pm, and assigned re-
recording number(s). 10841-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

IWD:nev
10/10/79

RECORDATION NO. 10841-A Filed 1425

AMENDMENT TO EQUIPMENT TRUST AGREEMENT

DEC 27 1979 - 3 40 PM
INTERSTATE COMMERCE COMMISSION

Amendment to Equipment Trust Agreement dated as of October 15, 1979 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 "Equipment 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 Equipment Trust Agreement was recorded with the Interstate Commerce Commission pursuant to 49 USC {11303 at 12:45 P.M. on September 24, 1979, as Recordation No. 10841; and

WHEREAS, Schedule A to the Equipment Trust Agreement contains an error in the description of the car reporting marks of certain of the cars described therein; and

WHEREAS, the Company and ETC desire to amend the Equipment Trust Agreement to correct said error by the execution and recordation of this Amendment; 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 Equipment Trust Agreement is hereby amended by deleting therefrom the car numbers (both inclusive) "LOAM 2000 - 2019" and substituting therefor the car numbers (both inclusive) "LOAM 2500 - 2519".

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

3. 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 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 respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

GIRARD BANK,

[S E A L]

BY:

A. E. Daily
Vice President

ATTEST:

M. M. ...
Corporate Trust Officer

UNITED STATES RAILWAY LEASING
COMPANY

[S E A L]

BY:

R. W. ...
Vice President

ATTEST:

Thomas L. Schoenbeck
Assistant Secretary

(Signatures continued on following page)

(Signatures continued from previous page)

EVANS TRANSPORTATION COMPANY

[S E A L]

BY:



ATTEST:

Thomas L. Schoenbeck
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF PHILADELPHIA)

On this 6th day of December, 1979,
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 national banking association, that said instru-
ment was signed and sealed on behalf of said national bank-
ing association by authority of its Board of Directors and
he acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said association.

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 30th day of November, 1979,
before me personally appeared Paul Leak, to
me personally known, who, being by me 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 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.

Edwede M. Rieger

Notary Public

[S E A L]

My Commission expires: _____

My Commission Expires June 28, 1982

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

On this 30th day of November, 1979,
before me personally appeared Paul A. Leak, to me
personally known, who, being by me duly sworn, says that he
is a Vice President of EVANS TRANSPORTATION COMPANY, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that the said instrument
was signed and sealed on behalf of said corporation by au-
thority of its Board of Directors and he acknowledged that
the execution of the foregoing instrument was the free act
and deed of said corporation.

Edfriede M. Rieger
Notary Public

[S E A L]

My Commission expires: My Commission Expires June 28, 1982