



EVANS RAILCAR LEASING COMPANY

A SUBSIDIARY

Executive Offices

The East Tower, Suite 900

2550 Golf Road

Rolling Meadows, IL 60008

312/640-7000

14059-CC

RECORDATION NO. 14059 CC Filed 1425
JAN 7 1985 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

December 19, 1984

5-007A104

Secretary
Interstate Commerce Commission
Washington, D.C.

No. _____
Date JAN 7 1985
Fee \$ 10.00
ICC Washington, D.C.

TOP SECRET
JAN 7 1 25 PM '85
MORNING

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Supplement to Security Agreement dated as of December 19, 1984. The parties to the Supplement to Security Agreement are:

Debtor: Evans Railcar Leasing Company
The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Continental Illinois National Bank
and Trust Company of Chicago, as Agent
230 South LaSalle Street
Chicago, Illinois 60693

A list of the equipment covered by the Supplement of Security Agreement is attached hereto as Schedule 1.

The enclosed Supplement to Security Agreement relates to that certain Security Agreement dated as of May 20, 1983 and recorded with the Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Supplement to Security Agreement be filed as a subfiling under that number.

Enclosed herewith is a check in the amount of \$10 in payment of the applicable recording fees.

C. Dumblyard
Ch. Kessler

Secretary
Interstate Commerce Commission

Page Two

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Supplement to Security Agreement not required to be kept by you, or, if it is not possible to return them to the bearer, send them to:
Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY



Assistant Secretary

Enclosures

SCHEDULE 1

LOT NUMBER	* #	CAR TYPE ***	LESSEE NAME **	INTERNAL I. D. NUMBER *	MASTER LEASE DATE**	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER **
1984-00	*	TANK-210CI	CONTINENTAL FOREST INDUSTRIES	37321	82/05/27	1	82/05/27	3	2	ERLX	103
		TOTAL UNITS --->	1								
1984-00	#	TANK-210CI	LEASE POOL	37318	0/00/00	0	0/00/00		0	ERLX	100
1984-00	#	TANK-210CI	LEASE POOL	37319	0/00/00	0	0/00/00		0	ERLX	101
1984-00	#	TANK-210CI	LEASE POOL	37320	0/00/00	0	0/00/00		0	ERLX	102
1984-00	#	TANK-210CI	LEASE POOL	37322	0/00/00	0	0/00/00		0	ERLX	104
1984-00	#	TANK-210CI	LEASE POOL	37324	0/00/00	0	0/00/00		0	ERLX	106
		TOTAL UNITS --->	5								
2075-01	*	TANK-210CI	DOUGLASS FERTILIZER & CHEMICAL INC	37323	84/05/11	1	84/05/11	1	0	ERLX	105
2075-01	*	TANK-210CI	DOUGLASS FERTILIZER & CHEMICAL INC	37325	84/05/11	1	84/05/11	1	0	ERLX	107
2075-01	*	TANK-210CI	DOUGLASS FERTILIZER & CHEMICAL INC	37326	84/05/11	1	84/05/11	1	0	ERLX	108
2075-01	*	TANK-210CI	DOUGLASS FERTILIZER & CHEMICAL INC	37327	84/05/11	1	84/05/11	1	0	ERLX	109
		TOTAL UNITS --->	4								

TOTAL NUMBER OF CARS = 10

* Appears on internal records of Borrower only.

** Subject to change from time to time.

*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

Interstate Commerce Commission
Washington, D.C. 20423

1/8/85

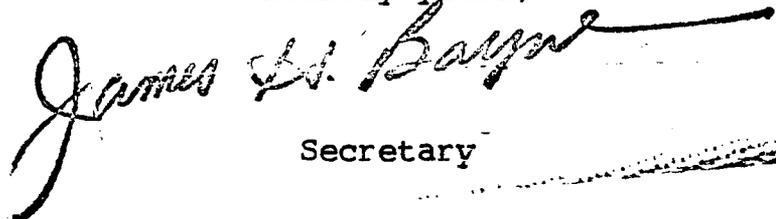
OFFICE OF THE SECRETARY

Ronald M. Neifield
Rosenthal & Schanfield
55 East Monroe St. 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 1/7/85 at 1:25pm and assigned re-
recording number(s). 14059-CC

Sincerely yours,


Secretary

Enclosure(s)

14059-CC
RECORDED WITH FILED 1025

JUN 17 1984 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO SECURITY AGREEMENT

This is a SUPPLEMENT, dated as of December 19, 1984, from EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the Borrower), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as agent (herein called the Agent).

W I T N E S S E T H:

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation No. 14059-S (herein, as amended or otherwise modified from time to time, called the Security Agreement), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the Lenders) a security interest in certain property of the Borrower (herein called the Collateral);

WHEREAS, pursuant to the terms of the Security Agreement, the Borrower is required to execute and deliver this Supplement to the Security Agreement to the Agent;

NOW, THEREFORE, in consideration for all financial accommodations now or hereafter granted by the Agent or the Lenders to the Borrower, the Borrower agrees as follows:

1. Schedule 1 to the Security Agreement is hereby amended by adding thereto the Equipment and Leases/and Receivables described on the Schedule 1 hereto (the Scheduled Collateral) in which Scheduled Collateral a security interest is hereby granted on the same terms and conditions as stated in Section 2.1 to the Security Agreement and which Scheduled Collateral is and shall be, effective as of the date hereof, Collateral under the Security Agreement and governed in all respects by the terms hereof.

2. This Supplement shall be governed by and construed in accordance with the internal laws of the State of Illinois.

IN WITNESS WHEREOF, this Supplement has been duly
executed as of the date first above written.

EVANS RAILCAR LEASING COMPANY

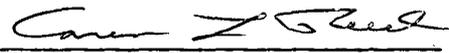
By


Vice President

ACCEPTED:

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
as Agent

By


EXEC Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Janette Benedette a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that William B. Fenton personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 20th day of November, 1984

My Commission Expires July 25, 1987

Janette C. Benedette
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, GEORGE L. KYROS a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Caren L. Reed personally known to me to be a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 2 day of JAN., 1985.

George L. Kyros
Notary Public
My Commission Expires March 10, 1985

SCHEDULE 1

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