

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

EVANS / **EVANS RAILCAR**
PRODUCTS COMPANY **LEASING COMPANY**
DIVISION

AG

8478-S
8/10

RECORDATION NO. 8478-S Filed 1425

OCT 29 1984 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

100 OFFICE OF
THE SECRETARY
OCT 29 12 47 PM '84
MOTOR CARRIER UNIT

October 10, 1984

No. 4-303A074
Date OCT 29 1984
Fee \$ 10.00
ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain First Amendment to Security Agreement and Assignments dated as of September 1, 1984 (the "First Amendment"). The parties to the First Amendment are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank
380 Madison Avenue
9th Floor
New York, New York 10017

A description of the equipment and leases covered by the First Amendment is attached hereto as Exhibit A and a description of the assignments being amended by the First Amendment is attached hereto as Exhibit B.

The enclosed First Amendment relates to that certain Security Agreement dated as of August 1, 1976 and recorded with Interstate Commerce Commission on September 15, 1976 as ICC Recordation No. 8478. Accordingly, we request that the First Amendment be filed as a subfiling under that number.

C. C. Koppeler

Secretary
Interstate Commerce Commission

October 10, 1984
Page Two

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

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 First Amendment 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

EVANS RAILCAR LEASING COMPANY

COLLATERAL LISTINGS

AS OF 8/31/84

<u>ISSUE AG</u>									
<u>ETC LOT</u>	<u>CAR TYPE</u>	<u>QTY</u>	<u>LESSEE</u>	<u>CAR NUMBERS</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE #</u>	<u>SCHEDULE DATE</u>	<u>LEASE TERM</u>	<u>RENTAL</u>
1309-00	Refrig. RBL	24	✓ Multnomah Plywood Corporation	USLX 13025-13034 13036-13049	01/09/74	-	-	180	403.51
1328-00	Refrig. RBL	8	✓ Wood Slicing Corporation DBA States Veneer DBA States Industries	USLX 13167-13169 13171-13173 13175-13176	03/20/74	-	-	180	467.36
1340-00	Refrig. RBL	24	✓ Multnomah Plywood Corporation	USLX 11538-11541 11543-11562	06/05/74	-	-	180	441.19
1263-10	Cov. Hop. - LO	46	✓ Atlantic & Western	✓ ATW 5100-5119 5121-5127 5130-5145 5146-5149	09/26/73, as amended	-	-	MTM op.	Per Diem
1373-00	Refrig. RBL	13	✓ Miller Brewing Company	ARMH 787022 787025-787031 787033-787035 787046,787052	03/21/75, as amended	-	-	MTM	337.50
1373-00	Refrig. RBL	48	Lease Pool	ARMH 787020-787021 787023-787024 787032 787036-787045 787047-787051 787053-787080	-	-	-	-	-
1406-00	Box - LU	✓ 20	Louisville, New Albany & Corydon RR	LNAC 6000-6008 6010-6019 6021	01/23/76, as amended	-	-	180	572.65
1499-00	Box - LU	2	✓ Cafall Brothers	USLX 50350,50352	05/02/77	-	-	180	609.10

EVANS RAILCAR LEASING COMPANY

COLLATERAL LISTINGS

AS OF 8/31/84

(Continued)

<u>ISSUE AG</u>									
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1507-00	Box - LU	24	✓ Diamond International	NOKL 11100-11108 11110-11124	05/12/77, as amended	-	-	180	536.00
2016-01	Box - LU	7	✓ Delaware Otsego System	CACV 29020-29026	09/01/83	1	9/1/83	12	425.00
1896-00	Box - XM	196	✓ Ashley, Drew & Northern ✓	FP 7800-7909 7911-7996	11/11/80	-	-	120	Per Diem
1903-00	Tank - 210CI	2	✓ Allied Chemical Corporation ✓	USLX 21686-21687	03/22/78, as amended	4	12/03/80	48	450.00
TOTAL		<u>414</u>							

Exhibit B

1. Assignment dated as of August 29, 1978 and recorded with the Interstate Commerce Commission (the "ICC") on April 10, 1979 as Recordation No. 9842-A.

2. Assignment dated as of March 31, 1981 and recorded with the ICC on July 6, 1981 as Recordation No. 8478-K.

3. Assignment dated as of August 1, 1983 and recorded with the ICC on January 15, 1984 as Recordation No. 8478-P.

OCT 29 1984 - 12 00 PM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO SECURITY AGREEMENT AND ASSIGNMENTS

FIRST AMENDMENT TO SECURITY AGREEMENT AND ASSIGNMENTS dated as of September 1, 1984 is by and between Evans Railcar Leasing Company, an Illinois corporation ("Debtor"), successor by name change to United States Railway Leasing Company, and Chemical Bank, a New York banking corporation ("Secured Party").

WITNESSETH, that

WHEREAS, Debtor has heretofore executed and delivered to Secured Party that certain Security Agreement dated as of August 1, 1976 and recorded with the Interstate Commerce Commission ("ICC") on September 15, 1976 as Recordation No. 8478 (the "Original Security Agreement"), to secure Debtor's 10-1/2% Equipment Promissory Note, Issue AG, dated September 15, 1976, payable to the order of Secured Party in the original principal amount of \$10,000,000.00 (the "Note"); and

WHEREAS, the Debtor and Secured Party (together the "Parties") entered into that certain Supplemental Agreement dated as of March 31, 1981 and recorded with the ICC on July 6, 1981 as Recordation No. 8478-H (the "First Supplement"); and

WHEREAS, the Parties entered into a Supplemental Agreement dated as of October 20, 1982 and recorded with the ICC on November 29, 1982 as Recordation No. 8478-M (the "Second Supplement"); and

WHEREAS, the Parties entered into that certain Supplemental Agreement dated as of August 1, 1983 and recorded with the ICC on January 19, 1984 as Recordation No. 8478-Q (the "Third Supplement"); and

WHEREAS the Parties entered into that certain Partial Release of Security Agreement dated as of August 31, 1984 and recorded with the ICC on October 9, 1984 as Recordation No. 8478 - R (together with the Original Security Agreement, the First Supplement, the Second Supplement and the Third Supplement collectively hereinafter called the "Agreement"); and

WHEREAS, as additional security for Debtor's obligations under the Note and pursuant to the Agreement, Debtor executed, inter alia, the following Assignments of Lease (individually an "Assignment" and collectively the "Assignments") in which it assigned to Secured Party all of its rights, titles and interests in and to the leases therein described:

A. that certain Assignment dated as of August 29, 1978 and recorded with the ICC on April 10, 1979 as Recordation No. 9842-A (the "Brooks-Scanlon Assignment");

B. that certain Assignment dated as of March 31, 1981 and recorded with the ICC on July 6, 1981 as Recordation No. 8478-K (the "Allied Chemical Assignment"); and

C. that certain Assignment dated as August 1, 1983 and recorded with ICC on January 15, 1984 as Recordation No. 8478-P (the "Delaware Otsego System Assignment"); and

WHEREAS, the Parties desire to amend and restate Schedule 1 to the Agreement in its entirety and amend and correct the Assignments as hereinafter provided.

NOW, THEREFORE, in consideration of the premises herein contained and of \$10.00 and other good and valuable consideration paid by Debtor to Secured Party, the receipt and sufficiency of which are hereby acknowledged, the Parties agrees as follows:

AGREEMENT

1. Schedule 1 to the Agreement is hereby amended and restated by substituting therefor Exhibit A hereto.

2. The Brooks-Scanlon Assignment is hereby amended by deleting from the first paragraph of the Recitals the words "Brooks-Scanlon, Inc." and substituting therefor the words "Diamond International, Inc., successor by merger to Brooks-Scanlon, Inc."

3. The Allied Chemical Assignment is hereby amended by deleting from the first paragraph of the Recitals the phrase "(said lease as may be amended from time to time being hereinafter called the "Lease")" and substituting therefor the following:

as the same relates and pertains to Schedule 4 thereto dated December 3, 1980 (said lease as the same relates and pertains to said Schedule 4 as the lease or schedule or either has been or may be amended from time to time being hereinafter called the "Lease").

4. The Delaware Otsego System Assignment is hereby amended by deleting from the first paragraph of the Recitals the following:

May 1, 1983 (said lease along with Schedule 1 as may be amended from time to time being hereinafter called the "Lease"), providing for the lease by Evans to the Lessee of certain 50'5" 70-ton side-slider Boxcars, therein described, including Car #'s CACV 29020-29026, (hereinafter referred to as the "Cars")

and substituting therefor the following:

September 1, 1983 as the same relates and pertains to Schedule 1 thereto dated September 1, 1983 as said Schedule 1 relates and pertains to the railcars (hereinafter referred to as the "Cars") bearing car reporting marks CACV 29020-29026, both inclusive (said lease as the same relates and pertains to said Schedule 1 as said Schedule 1 relates and pertains to the Cars, as the lease or schedule or either has been or may be amended from time to time hereinafter called the "Lease").

5. Except as hereby amended the Agreement and the Assignments remains in full force and effect, and the Agreement and Assignments, as hereby amended, are ratified, confirmed and approved.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be executed by their respective authorized officers as of the date first above written.

CHEMICAL BANK

By: Paul Fitzgerald
Vice President

EVANS RAILCAR LEASING COMPANY

By: Richard Barry
Vice President

STATE OF New York)
COUNTY OF New York) SS

I, Jeffrey B. Reitman, a Notary Public in and for the County and State aforesaid, do hereby certify that Paul Fitzgerald Vice President of Chemical Bank ("Bank"), a New York banking corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and as the free and voluntary act of said Bank, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 3 day of October, 1984.

Jeffrey B. Reitman
Notary Public

My Commission Expires:

JEFFREY B. REITMAN
Notary Public, State of New York
No. 52-8542125
Qualified in Suffolk County
Commission Expires March 30, 1986

EVANS RAILCAR LEASING COMPANY

COLLATERAL LISTINGS

AS OF 8/31/84

<u>ISSUE AG</u>									
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EVANS RAILCAR LEASING COMPANY

COLLATERAL LISTINGS

AS OF 8/31/84

(Continued)

<u>ISSUE AG</u>					<u>MASTER LEASE</u>	<u>SCHEDULE</u>	<u>SCHEDULE</u>	<u>LEASE</u>	<u>RENTAL</u>
<u>ETC LOT</u>	<u>CAR TYPE</u>	<u>QTY</u>	<u>LESSEE</u>	<u>CAR NUMBERS</u>	<u>DATE</u>	<u>#</u>	<u>DATE</u>	<u>TERM</u>	
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