

2558 Golf Road
Rolling Meadows, IL 60008

U ~~2~~ 6 1984

Telephone: 312/640-7000

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

8829-4

through 8829-4

RECORDED CO. 8829-4-14 4-283 14163

No. OCT 9 1984

Date

Fee \$ 50.00

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INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

September 5, 1984

ICC OFFICE OF
THE SECRETARY
OCT 9 2 03 PM '84
MOTOR OPERATING UNIT

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 three fully executed counterparts of that certain Supplemental Agreement and three fully executed counterparts of each of 4 separate Assignments, all dated as of April 6, 1984. The parties to the Supplemental Agreement are:

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

Secured Party: Continental Illinois National Bank
and Trust Company
Corporate Trust Division
30 North LaSalle Street
Chicago, Illinois 60693

The parties to the 4 separate Assignments are:

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

Secretary
Interstate Commerce Commission

September 5, 1984
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Assignee: Continental Illinois National Bank
and Trust Company
Corporate Trust Division
30 North LaSalle Street
Chicago, Illinois 60693

A description of the equipment being deleted pursuant to the Supplemental Agreement is attached hereto as Exhibit A and a description of the equipment being added by the Supplemental Agreement and the leases being added by Assignments is attached hereto as Exhibit B.

The enclosed Supplemental Agreement and Assignments relate to that certain Equipment Trust Agreement dated as of April 1, 1977 and recorded with Interstate Commerce Commission on May 23, 1977 as ICC Recordation No. 8829. Accordingly, we request that the Supplemental Agreement and Assignments be filed as subfilings under that number.

Enclosed herewith is a check in the amount of \$50.00 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 Supplemental Agreement and Assignments 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

EXHIBIT A

SERIES 13

"DELETED CAR NUMBERS"

<u>Description</u>	<u>Reporting Marks</u>
194 Open-Top Hopper Cars	PS 900-1098 (excluding PS904, 913,922,1005,1062)
3 Boxcars	LNAC 3027 LNAC 3036 LNAC 3038
46 Boxcars	LW 1001-1050 (excluding LW1002, 1037,1039,1046)
10 Boxcars	USLX 50325-50334

EXHIBIT B

<u>Lessee</u>	<u>Description</u>	<u>Quantity</u>	<u>Master Lease Date</u>	<u>Schedule Number</u>	<u>Schedule Date</u>	<u>Car Reporting Marks</u>
Occidental Barging Corporation	100-ton four pocket open top hopper	114	8/1/78	1	3/2/78	EELX 10000-10113
Agrico Chemical Company	100-ton noncoiled and noninsulated tanks	5	7/7/78	3	3/11/80	USLX 21245-21249
Southeast Coal Company	100-ton quad open open top hopper	84	12/14/81	2	12/14/81	SECX 900-903, 905-984
Toledo Peoria and Western Railway Company	100-ton covered hoppercars	3	3/4/78	2	9/24/79	TP&W 14025-14027 CACV 30030-30039 YAN 155001-155047

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**INTERSTATE COMMERCE COMMISSION
SUPPLEMENTAL AGREEMENT**

This Supplemental Agreement dated as of April 6, 1984, is by and between Continental Illinois National Bank and Trust Company of Chicago (hereinafter called the "Trustee") and Evans Railcar Leasing Company, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Company").

W I T N E S S E T H:

WHEREAS, the Trustee and the Company have executed and delivered with and to each other that certain Equipment Trust Agreement, Series 13, dated as of April 1, 1977, (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 8829; and

WHEREAS, pursuant to said Agreement, the Company granted the Trustee a security interest in certain railroad cars (hereinafter called the "Trust Equipment"); and

WHEREAS, the Company and the Trustee desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of Trust Equipment.

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Agreement is hereby amended by deleting from Schedule A thereof, the cars numbers described in Exhibit A hereto (hereinafter called "Deleted Car Numbers"), and subjecting to the lien thereof and adding to Schedule A thereof, the car numbers described in Exhibit B hereto (hereinafter called "Replacement Car Numbers").

2. The term "Trust Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.

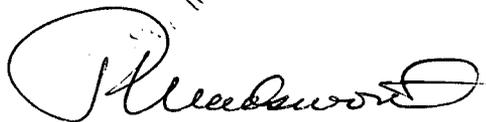
3. The Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission and recorded in accordance with 49 USC 11303.

4. Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the 6th day of April, 1984.

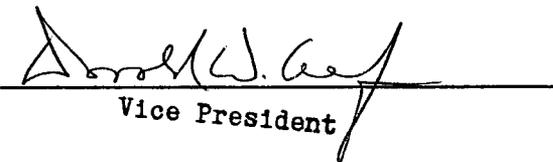
[CORPORATE SEAL]

ATTEST:



TRUST OFFICER

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY,
AS TRUSTEE

By: 
Vice President

[CORPORATE SEAL]

ATTEST:



Assistant Secretary

EVANS RAILCAR LEASING COMPANY

By: 

EXHIBIT A

SERIES 13

"DELETED CAR NUMBERS"

<u>Description</u>	<u>Reporting Marks</u>
194 Open-Top Hopper Cars	PS 900-1098 (excluding PS904, 913,922,1005,1062)
3 Boxcars	LNAC 3027 LNAC 3036 LNAC 3038
46 Boxcars	LW 1001-1050 (excluding LW1002, 1037,1039,1046)
10 Boxcars	USLX 50325-50334

EXHIBIT B

SERIES 13

"REPLACEMENT CAR NUMBERS"

<u>Description</u>	<u>Reporting Marks</u>
110 Open-Top Hopper Cars	EELX 10000-10112 (excluding EELX10085 10099,10106)
3 Boxcars	TPW 14025-14027
46 Boxcars	YAN 155001-155047 (excluding YAN155111)
84 Open-Top Hopper Cars	SECX 900-984 (excluding SECX 904)
10 Boxcars	CACV 30030-30039

STATE OF ILLINOIS

CITY AND COUNTY OF COOK

On this 3RD day of MAY, 1984, before me personally appeared DONALD W. ALFVIN and B. WADSWORTH, to me personally known, who, being by me duly sworn, say that they are Vice President and TRUST OFFICER, respectively, of

Continental Illinois National Bank and Trust Company of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

My commission expires:

My Commission Expires July 2, 1984

J. W. [Signature]
Notary Public

STATE OF

COUNTY OF COOK

On this 6th day of April, 1984, before me personally appeared Paul R. Leak and Laurence Prange, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

My commission expires:

Feb. 4, 1985

Susan E. Muehlfeld
Notary Public