

2550 Golf Road
Rolling Meadows, IL 60008

12569-D

Telephone: 312/640-7000

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

4-324A092

No. _____

RECORDATION NO. 12569-D Filed 1455

Date NOV 19 1984

NOV 19 1984 - 12 25 PM

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

November 1, 1984

ICC OFFICE OF
THE SECRETARY
NOV 19 12 26 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 five fully executed counterparts of that certain Amendment to Loan and Security Agreement and Assignments dated as of November 1, 1984. The parties to the Amendment to Loan and Security Agreement and Assignments are:

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

Secured Party: Manufacturers Hanover Leasing Corporation
270 Park Avenue
New York, New York 10017

A description of the equipment and leases covered by the Amendment to Loan and Security Agreement and Assignments is attached hereto as Exhibit A.

The enclosed Amendment to Loan and Security Agreement and Assignments relates to that certain Loan and Security Agreement dated as of December 10, 1980 and recorded with Interstate Commerce Commission on December 12, 1980 as ICC Recordation No. 12569. Accordingly, we request that the Amendment to Loan and Security Agreement and Assignments be filed as a subfiling under that number.

C. T. Kopylov
C. Dumbly

Secretary
Interstate Commerce Commission

November 1, 1984
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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 Amendment to Loan and Security 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

DESCRIPTION OF CARS AND LEASES

EXHIBIT A

<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>
XM Box Cars	100	Atlantic & Western Financial Corporation	3/31/78	1	3/31/78	15	HN 3000-3099
XL Box Cars	98	PMA Transportation Co.	3/7/78	1	3/7/78	15	LOAM 4300-4319 4321-4327, 4329-4399
Tank Cars	2	Rohm and Haas	8/10/78	8	12/15/78	5	USLX 21699, 21700

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INTERSTATE COMMERCE COMMISSION
AMENDMENT TO
LOAN AND SECURITY AGREEMENT AND ASSIGNMENTS

AMENDMENT TO LOAN and SECURITY AGREEMENT AND ASSIGNMENTS dated as of November 1, 1984 is by and between Evans Railcar Leasing Company, an Illinois corporation ("Debtor"), and Manufacturers Hanover Leasing Corporation, a New York corporation ("Secured Party").

WITNESSETH, that

WHEREAS, Debtor has heretofore executed and delivered to Secured Party that certain Loan and Security Agreement dated as of December 10, 1980 and recorded with the Interstate Commerce Commission ("ICC") on December 12, 1980 as Recordation No. 12569 (the "Original Agreement"), to secure Debtor's 12-3/4% Promissory Note, dated December 12, 1980, payable to the order of Secured Party in the original principal amount of \$5,500,000.00 (the "Note"); and

WHEREAS, as additional security for Debtor's obligations under the Note and pursuant to the Original Agreement, Debtor and Secured Party entered into that certain Assignment of Leases and Security Agreement dated as of December 10, 1980 and recorded with the ICC on December 12, 1980 as Recordation No. 12569-A (the "Original Assignment"), in which Debtor assigned to Secured Party all of its right,

title and interest in and to the leases therein described;
and

WHEREAS, the Parties entered into that certain Supplemental Agreement dated as of June 16, 1982 and recorded with the ICC on April 4, 1983 as Recordation No. 12569-B (together with the Original Agreements collectively the "Agreement"); and

WHEREAS, as additional security for Debtors obligations under the Note, Debtor and Secured Party entered into that certain Assignment of Lease dated June 16, 1982 and recorded with the ICC on April 4, 1983 as Recordation No. 12569-C (the "Rohm and Haas Assignment").

WHEREAS, the Parties desire to amend and correct the Agreement, the Original Assignment and the Rohm and Haas Assignment 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. The Agreement is hereby amended by deleting from the definition of "Collateral" in Section 1.1 thereof the phrase "those two certain Railroad Car Lease Agreements dated March 7, 1978 and March 31, 1978 between Debtor and PMA Transportation Co. and Atlantic and Western Financial Corporation, respectively" and substituting therefore the following:

(a) that certain Railroad Car Lease Agreement dated March 7, 1978 by and between the Debtor and PMA Transportation Co., as the same relates and pertains to Schedule 1 thereto dated March 7, 1978, and (b) that certain Railroad Car Lease Agreement dated March 31, 1978 by and between the Debtor and Atlantic and Western Financial Corporation as the same relates and pertains to Schedule 1 thereto dated March 31, 1978.

2. The Original Assignment is hereby amended by deleting from the second paragraph of the Recitals thereto the phrase "those two certain Railroad Car Lease Agreements dated March 7, 1978 and March 31, 1978, respectively (the "Leases")" and substituting therefor the following:

(a) that certain Railroad Car Lease Agreement dated March 7, 1978 as the same relates and pertains to Schedule 1 thereto dated March 7, 1978, and (b) that certain Railroad Car Lease Agreement dated March 31, 1978 as the same relates and pertains to Schedule 1 thereto dated March 31, 1978, (said leases as the same relate and pertain to said Schedules being herein called the "Leases").

3. The Rohm and Haas Assignment is hereby amended by deleting from the second paragraph of the Recitals there-
to the phrase "(the "Lease")" and substituting therefor the
following:

as the same relates and pertains to Schedule 8
thereto dated December 15, 1980, as said Schedule 8
relates and pertains to the railcars bearing car report-
ing marks USLX 21699 and 21700 (said lease as the same
relates and pertains to said Schedule 8 as said Schedule
8 relates and pertains to the railcars bearing car
reporting marks USLX 21699 and 21700 herein called the
"Lease").

4. Except as hereby amended, the Agreement, the
Original Assignment and the Rohm and Haas Assignment remain
in full force and effect, and the Agreement, Original
Assignment and the Rohm and Haas Assignment, as hereby
amended, are ratified, confirmed and approved.

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

MANUFACTURERS HANOVER LEASING
CORPORATION

By: James E. Schwartz
Vice President

EVANS RAILCAR LEASING COMPANY

By: William M. Saylor
Vice President

STATE OF Illinois)
COUNTY OF Cook) SS

I, Janette C. Benedetto, a Notary Public in and for the County and State aforesaid, do hereby certify that William M. Peyton, the (Vice) President of Evans Railcar Leasing Company, an Illinois corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such offices of said corporation, 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 corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 15th day of November, 1984.

Janette C. Benedetto
Notary Public

My Commission Expires:

My Commission Expires July 25, 1987
