

MAR 30 1981 -4 30 PM

CERTIFICATE OF TRUE COPY

INTERSTATE COMMERCE COMMISSION

I certify that I have compared the attached copy of a "Supplement" between Manufacturers Hanover Leasing Corporation and Evans Railcar Leasing Company dated March 26, 1981 with the original thereof that such copy is a true and correct copy thereof.

Karen A. Foley
Notary Public

KAREN A. FOLEY
Notary Public, State of New York
No. 24-4708498
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1983

SUPPLEMENT **MAR 30 1981 -4 30 PM**

INTERSTATE COMMERCE COMMISSION

This Supplement is executed and delivered by Evans Railcar Leasing Company ("Debtor") pursuant to the terms of a Loan and Security Agreement ("Agreement") dated as of March 26, 1981 between Debtor and MANUFACTURERS HANOVER LEASING CORPORATION ("MHLC"). Terms defined in the Agreement shall have the respective meanings given them in the Agreement unless otherwise defined herein or unless the context otherwise requires.

1. Debtor hereby confirms that the proceeds of the Loan made this date shall be used to purchase the items of personal property ("Equipment") set forth below:

| <u>Qty.</u> | <u>Model/Mfgs.</u> | <u>Description</u> | <u>Serial No.</u> | <u>Cost</u> |
|-------------|--------------------|--------------------|-------------------|-------------|
|-------------|--------------------|--------------------|-------------------|-------------|

See Exhibit A attached hereto

2. Debtor hereby represents and warrants that the above described items of personal property have been delivered to it, duly assembled and in good working order.

3. Debtor hereby affirms that the representations and warranties set forth in Section 4 of the Agreement are true and correct as of the date hereof.

4. Debtor hereby affirms that MHLC has made a Loan to it for the purchase of the above described Equipment, which loan is evidenced by a Note, in the principal amount of \$ 5,500,000.00 dated 19 .

5. Debtor hereby affirms that MHLC has a security interest in the items of personal property described above as set forth in Section 6.1 of the Agreement.

DEBTOR: EVANS RAILCAR LEASING COMPANY

By: *[Signature]*

Title: Vice President

State of Illinois

County of COOK

On this the 26th day of March, 1981,
before me Paul J. Graf, a Notary Public, personally
appeared Paul R. Leak, who acknowledged himself
to be the Vice President of Evans Railcar Leasing
Company, and that he, being authorized to do so, executed
the foregoing instrument for the purposes therein contained
on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Paul J. Graf
Notary Public

My Commission Expires August 24, 1982

EXHIBIT "A"

| <u>QUANTITY</u> | <u>MANUFACTURER</u> | <u>LESSEE</u> | <u>DESCRIPTION</u> | <u>CAR NUMBERS</u> | <u>COST</u> |
|-----------------|---------------------------------|---------------------------------|---|------------------------|-----------------------|
| 100 | Evans Transportation Company | British Columbia Railway Co. | 50'6", 70-ton Rebuilt XM Box Cars | BCIT 800650- 800749 | \$3,272,827.63 |
| 100 | Evans Transportation Company | British Columbia Railway Co. | 50'6", 70-ton Rebuilt XM Box Cars | BCIT 800750- 800849 | \$3,272,827.64 |
| | | | | | <u>\$6,545,655.27</u> |