

2550 Golf Road
Rolling Meadows, IL 60008

14059-C

Telephone: 312/640-7000

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

RECORDATION NO. 14059-1
FILED 1425

NOV 29 1983 - 1 52 PM

INTERSTATE COMMERCE COMMISSION

November 21, 1983 No.

3-333A128

Date NOV. 29. 1983.....

Fee \$100.00.....

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 eight fully-executed counterparts of that certain Second Supplement to Security Agreement dated as of October 21, 1983. The parties to the Second Supplement to Security 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 of Chicago, as Agent
230 South LaSalle Street
Chicago, Illinois 60693

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

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

Enclosed herewith is Rosenthal and Schanfield check No. 30654 in the amount of \$10 in payment of the applicable recording fees.

RECEIVED
NOV 29 1 50 PM '83
I.C.C.
FEE OPERATION BR.

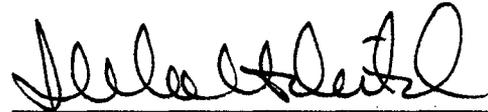
Secretary
Interstate Commerce Commission

November 21, 1983
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 Second Supplement to Security Agreement not required to be kept by you, or, if it is not possible to return it to the bearer, send it 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 OF EQUIPMENT AND LEASES

<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>
50'1" 70-ton RBL Boxcars	7	Off Lease				1 mo.	USLX 335, 364, 381, 387, 388, 464, 476
50'1" 70-ton RBL Boxcars	166	Burlington Northern, Inc.	5/11/76	N.A.	N.A.	181 mos.	BN 749800-749803 749805-749811 749824-749831 749833-749853 749855-749861 749863-749881 749883-749884 749886-749927 749931-749934 749936-749945 749947-749953 749955-749956 749958-749990
86'6" Hi-Cube Boxcars	38	Canadian Pacific Railway Co.	9/18/67	N.A.	N.A.	10 yrs.	CPAA 205900-205903 205905-205937 205939
50'1" 70-ton RBL Boxcars	19	Detroit, Toledo & Ironton RR	1/21/69	N.A.	N.A.	15 yrs.	DTI 20050-20055 20057-20069
86'6" Hi-Cube Boxcars	10	Canadian Pacific Railway Co.	9/18/67	N.A.	N.A.	10 yrs.	CPAA 205940-205949

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50'1" 70-ton RBL Boxcars	10	Dresser Industries	2/1/79	3	3/5/80	5 yrs.	USLX 205 207-210 214-216 218, 220
100-ton 4,427 c.f. Cov. Hop.	6	Georgia Pacific Corp.	1/20/83	1	1/20/83	1 yr.	USLX 979, 983, 991, 995, 997, 998
50'1" 70-ton RBL Boxcars	5	Grand Trunk & Western Railway	4/17/78	1	4/17/78	10 yrs.	GTW 302083-302087
50'1" 70-ton RBL Boxcar	43	Green Bay & Western RR	10/10/68	NA	NA	18 yrs.	GBW 22040-22042 22045-22054 22056-22058 22060-22061 22063-22070 22072-22075 22077-22089
Covered Hoppers	20	Honeymead Products Co.	2/4/74	NA	NA	15 yrs.	USLX 4900-4919

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RBL Boxcars	8	Illinois Central Gulf RR	6/21/77	NA	NA	5 yrs.	ICG 151006, 151010, 151018, 151022, 151024, 151025, 151029, 151033
40'6" 50-ton XM Boxcars	17	Louisville, New Albany & Corydon RR	9/8/75	NA	NA	12 yrs.	LNAC 10100-10101 10104-10105 10114, 10116, 10118, 10122, 10126-10128 10134, 10137, 10144-10146
40'6" 50-ton XM Boxcars	24	Louisville, New Albany & Corydon RR	9/8/75	NA	NA		<u>10149</u> 10200-10202 10208-10209 10214, 10217-10223 10225, 10230, 10232-10234 10236, 10238-10240 10242-10243
RBL Boxcar	1	Louisville, New Albany & Corydon RR *	11/30/77	6	4/10/80	15 yrs.	LNAC 5845
50'1" 70-ton RBL Boxcars	68	Masonite Cor- poration	10/7/68	NA	NA	15 yrs.	LRLX 100-112 114-116 118-126 128-130 132-133 135-143 145-153 155-174

*subleased to Modesto Empire and Traction Company

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100-ton 3,560 c.f. Cov. Hop.	20	Morton Inter- national	6/8/79	3	6/8/79	7½ yrs.	USLX 720-739
50'1" 70-ton RBL Boxcars	20	Plywood Marketing Association	2/25/69	NA	NA	15 yrs.	USLX 9020-9039
21,000 gal. Coiled & Insulated Tank Cars	2	Rohm & Haas Co.	8/10/78	10	4/15/81	5 yrs.	USLX 21734, 21746
100-ton 4,427 c.f. Cov. Hop.	25	Union Chemicals	8/22/79	2	9/20/82	6 mos.	USLX 951-954, 958, 959, 961-964, 966, 975, 976, 978, 981, 982, 984-987, 989, 990, 992-994
50'1" 70-ton RBL Boxcars	9	Weyerhauser Company	6/11/75	NA	NA	15 yrs.	USLX 3020-3028

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100-ton 4,427 c.f. Cov. Hop.	17	Off Lease				n/a	USLX 950, 955-957, 960, 965, 967-974, 977, 988, 999
50'1" 70-ton RBL Boxcars	2	Off Lease				n/a	USLX 329, 348
50'1" 70-ton RBL Boxcars	16	Off Lease				n/a	USLX 240-245, 519, 521, 522, 524, 526, 531, 533, 539-541
100-ton Coil Steel Cars	48	Off Lease				n/a	DTI 1300-1307 1309-1344 1346-1349

REGISTRATION NO. 14059-C
FILED 1405

NOV 29 1983 - 1 31 PM

INTERSTATE COMMERCE COMMISSION

SECOND SUPPLEMENT TO SECURITY AGREEMENT

This is the SECOND SUPPLEMENT, dated as of October 21, 1983, 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 a Security Agreement, dated as of May 20, 1983 (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 banks (herein called the "Banks") a security interest in certain property of the Borrower (herein called the "Collateral"); and

WHEREAS, the Borrower and Agent entered into an Amendment to Security Agreement dated as of July 1, 1983; and

WHEREAS, pursuant to the terms of the Security Agreement, the Borrower executed and delivered to the Agent a Supplement to the Security Agreement dated September 19, 1983; and

WHEREAS, pursuant to the terms of the Security Agreement, the Borrower is required to execute and deliver this Second 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 Banks 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 described on the Schedule 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.

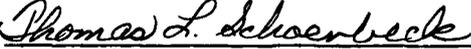
2. This Second Supplement shall be governed by and construed in accordance with the internal laws of the State of Illinois.

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

EVANS RAILCAR LEASING COMPANY

By 
Vice President

ATTEST:

By 
Assistant Secretary

[Seal]

ACCEPTED:

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO

By 
Vice President

ATTEST:

By 
Operations Officer

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, RITA M KUTA, a Notary Public in and for the County and State aforesaid, do hereby certify that PAUL R LEAK and THOMAS L SCHOENBECK, respectively, a Vice President and an Assistant Secretary of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such officers of said corporation, respectively, appeared before me in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth, and the said Assistant Secretary of said corporation then and there acknowledged that he, as custodian of the corporate seal of said corporation, did affix such corporate seal to 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 7th day of November, 1983.

Rita M Kuta
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, C. F. OKARMA, a Notary Public in and for the County and State aforesaid, do hereby certify that HOLLIS W. RADEMACHER, a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("Bank"), a national banking association, and MARIE C. GIESER, an Operations Officer of said Bank, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Operations Officer, respectively, appeared before me in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts, and as the free

and voluntary act of said Bank, for the uses and purposes therein set forth; and the said Operations Officer did also then and there acknowledge that he, as custodian for the corporate seal of said Bank, did affix 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 16 day of NOVEMBER, 1983.



Notary Public
MY COMMISSION EXPIRES FEBRUARY 14, 1984
251 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60693

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