



# EVANS TRANSPORTATION COMPANY

A SUBSIDIARY

Executive Offices  
The East Tower, Suite 1000 • 2550 Golf Road • Rolling Meadows, IL 60008 • 312/640-7000

14059-D

RECORDATION NO. 14059-D  
FILED 1025

DEC 12 1983 3 15 AM

December 8, 1983

3-346A030

### INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C.

No. DEC 12 1983  
Date .....  
Fee \$ 10.00

RECEIVED  
DEC 12 8 45 AM '83  
I.C.C.  
FEE OPERATION BR.

Dear Secretary: ICC Washington, D. C.

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 Amendment to Security Agreement dated as of December 1, 1983. The parties to the Second Amendment 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 Amendment to Security Agreement is attached hereto as Schedules A and B.

The enclosed Second Amendment 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 Amendment to Security Agreement be filed as a subfiling under that number.

Enclosed herewith is Rosenthal and Schanfield check No. 30725 in the amount of \$10 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

*Charles J. Rosenthal*

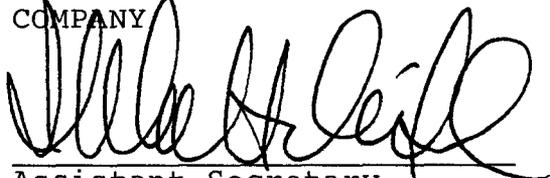
Secretary  
Interstate Commerce Commission

December 8, 1983  
Page Two

Second Amendment 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

DESCRIPTION OF CARS AND LEASES

SCHEDULE A (Deletions)

<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>
Tank 210CI	3	Alimenta USA, Inc.	6/30/83	1	6/30/83	mo./mo.	USLX 21826, 21857, 22013
Tank 235CI	1	Atlanta Processing Companies	8/1/83	1	8/1/83	3	USLX 22034
Gon GB	25	Atlantic & Western Finan- cial, subleased to Iowa R.R. Co.	10/25/83, as amended, sublease 4/29/83	NA	NA		IRRC 643550-643553, 643555-643559, 643561-643563, 643565, 643566, 643570, 643572, 643575-643577, 643579- 643584
Tank 235CI	10	Atlas Oil Co.	4/22/83	1	NA	1	USLX 22031, 22035, 22040, 22044, 22046, 22049, 22052, 22063, 22071, 22078
Tank 210CI	4	Cargill, Inc.	6/28/83	1	6/28/83	2 mo.	USLX 22018, 22125, 22162, 22224
Tank 210CI	14	Cargill, Inc.	6/28/83	2	9/9/83	2 mo.	USLX 21842, 22021, 22023, 22102, 22105, 22109, 22113, 22126, 22131, 22148, 22198, 22215, 22216, 22222
Tank 235CI	17	Certain-Feed Corp.	7/7/83	1	7/7/83	1, Les- see right to cancel after 6 mo.	USLX 22032, 22037-22039, 22043, 22047, 22048, 22051, 22057, 22061, 22062, 22065, 22070, 22072, 22077, 22079, 22080

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							<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
Tank 210CI	25	Chartrand's Tank Car Service <sup>1</sup>	9/7/83	1	9/7/83	1	USLX 21829, 21831, 21848, 21850, 21856, 21859, 22009, 22092, 22096, 22122, 22130, 22132, 22137, 22139, 22140, 22146, 22147, 22150, 22163, 22177, 22189, 22201, 22205, 22206, 22228
Tank 235CI	13	Chemlink Petroleum <sup>2</sup>	6/2/83	1	6/2/83, as amended	2, option to return early	USLX 22053-22055, 22058-22060, 22064, 22066-22068, 22073-22075
Tank 210CI	10	Continental Grain	8/15/83	NA	NA	6 mo.	ERLX 130-139
Box-XL	5	Ferdinand RR	7/1/83	2	7/1/83	mo./mo.	FRDN 1161, 1167, 1175, 1176, 1182
Box-XL	46	Ferdinand RR	7/1/83	1	7/1/83	6 mo.	FRDN 1001, 1008, 1015, 1018, 1020, 1024, 1025, 1027-1029, 1031, 1032, 1034, 1040, 1042, 1050, 1051, 1053, 1055, 1058, 1075, 1077, 1079, 1088, 1089, 1094, 1099, 1101, 1105, 1107, 1123, 1124, 1129, 1130, 1132, 1133, 1136, 1142, 1145, 1150, 1151, 1154, 1231, 1232, 1243, 1244

DESCRIPTION OF CARS AND LEASES

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							<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
RBL	8	Illinois Central Gulf	7/13/82	1	NA	1	ICG 151230-151237
Gon GB	10	Indiana Hi-Rail	6/2/83	1	6/2/83	expire 6/30/86	IHRC 3587, 3589, 3591- 3594, 3596, 3598- 3600
Cov Hop-LO	20	Maryland Midland RR	7/7/83	1	7/7/83	15	MMID 3310, 3312, 3321, 3323, 3305, 3340, 3315, 3344, 3330, 3322, 3332, 3313, 3311, 3331, 3343, 3314, 3320, 3341, 3304
Cov Hop-LO	10	Mobil Oil Corp. <sup>3</sup>					ERLX 6117, 6126-6129, 6148-6152
Tank 210CI	3	Northern Petro Chemical	8/11/83	NA	NA	3 mo.	USLX 21994-21996
Box-XM	20	Peoria Pekin Union	8/23/83	1	8/23/83	3	PPU 2100-2119
Cov Hop-LO	1	Rahr Malting	6/8/83	1	6/8/83	1	ERLX 6174
Tank 210CI	6	Reed Lignin	11/30/82	2	9/23/83	6 mo.	USLX 21830, 21840, 21977, 21985, 22020, 22217
Tank 210CI	2	Jim Walter Resources <sup>4</sup>	1/19/83, as amen- ded	1	1/19/83, as amen- ded	6 mo.	USLX 21983, 21988

DESCRIPTION OF CARS 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>SCHEDULE A</u>
							<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
Tank 210C1	7	Weyerhaeuser Co.	9/8/83, as amended	1	9/8/83, as amended	mo./mo.	USLX 21971, 21973-21976, 21982, 21986
Cov Hop-LO	8	Wisconsin & Southern RR	9/12/83, as amended	1	9/12/83	5	WSOR 3809, 3817, 3819, 3820, 3876, 3887, 3892, 3894
Gon GB	10	Off Lease					FRDN 643554, 643564, 643567, 643574, 643578, 643590, 643595, 643616, 643620, 643647
Tank 210C1	1	Off Lease					USLX 22098
Flat-FBS	5	Off Lease					NOKL 2875-2879

- 1 Unexecuted Lease
- 2 Unexecuted amendment
- 3 Cars in service, lease under negotiation
- 4 Unexecuted amendment

DESCRIPTION OF CARS 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>SCHEDULE B</u>
							<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
Tank 210CI	22	Archer Daniels Midland	12/1/77	11	12/1/82	mo./mo.	USLX 21826, 21830, 21840, 21850, 22013, 22018, 22020, 22021, 22023, 22102, 22113, 22162, 22163, 22177, 22189, 22198, 22215, 22216, 22217, 22222, 22224 22131
Tank 210CI	24	Archer Daniels Midland	12/1/77	7	4/21/82 (amended 2/16/83	8 mo. (and mo. to mo.)	USLX 21829, 21831, 21842, 21848, 21856, 21857, 21859, 22009, 22092, 22096, 22105, 22109, 22122, 22125, 22126, 22130, 22132, 22137, 22139, 22140, 22146-22148, 22150
Tank 210CI	4	Archer Daniels Midland	12/1/77	9	4/30/82	mo./mo.	USLX 22201, 22205, 22206, 22228
Tank 235CI	36	Arco Chemical Co.	5/14/81	3	9/17/83 (amended 6/14/81)	mo./mo.	USLX 22031, 22032, 22034, 22035, 22037-22040, 22044, 22046- 22049, 22051-22055, 22058-22068, 22071- 22075, 22078, 22080
RBL	8	Chicago & Northwestern	7/1/82	NA	NA	mo./mo.	CNW 33901-33908

DESCRIPTION OF CARS 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>SCHEDULE B</u>
							<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
Cov Hop-LO	8	Interrail	2/1/83	N/A	N/A	8	NOKL 3809, 3817, 3819, 3820, 3876, 3887, 3892, 3894
Cov Hop-LO	20	Texas Industries	1/14/80	2	3/25/82	6 mo. and 6 mo. option	ERLX 200-219
Box	71	Virginia Central Rwy.	5/1/81	1	5/1/81	15	VC 1005, 1011, 1017, 1021, 1033, 1036, 1054, 1061, 1076, 1081, 1093, 1125, 1126, 1146, 1155, 1221, 1235, 1264, 1265, 1269, 1161, 1167, 1175, 1176, 1182, 1001, 1008, 1015, 1018, 1020, 1024, 1025, 1027, 1028, 1029, 1031, 1032, 1034, 1040, 1042, 1050, 1051, 1053, 1055, 1058, 1075, 1077, 1079, 1088, 1089, 1094, 1099, 1101, 1105, 1107, 1123, 1124, 1129, 1130, 1132, 1133, 1136, 1142, 1145, 1150, 1151, 1154, 1231, 1232, 1243, 1244
Cov Hop-LO	11	Inventory					ERLX 6117, 6126-6129, 6148-6152, 6174

DESCRIPTION OF CARS 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>SCHEDULE B CAR NUMBERS (BOTH INCLUSIVE)</u>
Tank 210C1	10	Lease Pool					ERLX 130-139
Tank 210C1	11	Lease Pool					USLX 21971, 21973-21977, 21982, 21983, 22185 22186, 22188
Tank 210C1	3	Lease Pool					USLX 21994-21996
Gondola	45	Lease Pool					CHTT 643550-643559, 643561- 643567, 643570, 643572 643574-643584, 643587, 645389- 645396, 643598- 643600, 643616, 643620, 643647
Tank 235C1	5	Lease Pool					USLX 22057, 22070, 22077, 22079 22043

Interstate Commerce Commission

12/12/83

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Ronald M Neifield  
Rosenthal & Schanfield  
55 East Monroe St. Suite 4620  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/12/83 at 8:55am and assigned re-  
recording number(s). 14059-D

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 14059-2  
FIND 1425

DEC 14 1983 - 8 55 AM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO SECURITY AGREEMENT

THIS SECOND AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of December, 1983, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent for the banks parties to the Credit Agreement described below (herein called the "Agent").

W I T N E S S E T H :

WHEREAS, the Borrower, Evans Trailer Leasing Company, various banks (herein called the "Banks") and the Agent entered into an Amended and Restated Revolving Credit Agreement dated as of May 20, 1983 (herein, as amended or otherwise modified from time to time, called the "Credit Agreement"), amending and restating a Revolving Credit Agreement dated as of November 16, 1981, as amended, and providing, among other things for an extension of the Banks' commitments to make revolving credit loans to such corporations and for outstanding revolving credit loans from the Banks to be governed thereby and the maturity thereof extended; and

WHEREAS, the Borrower and the Agent, pursuant to the Credit Agreement, entered into an Amended and Restated Security Agreement dated as of May 20, 1983 (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), recorded with the Interstate Commerce Commission ("ICC") on June 17, 1983 as Document No. 14059; and

WHEREAS, to correct certain inaccuracies therein and further conform the same to the terms of the Credit Agreement, the Borrower and Agent have agreed to amend Schedule 1 to the Security Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

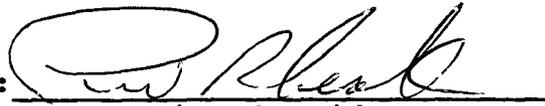
1. Schedule 1 to the Security Agreement is hereby amended by deleting therefrom the Collateral (as defined in the Security Agreement) listed on Exhibit A. —

2. Schedule 1 to the Security Agreement is hereby amended by adding thereto the Collateral listed on Exhibit B hereto.

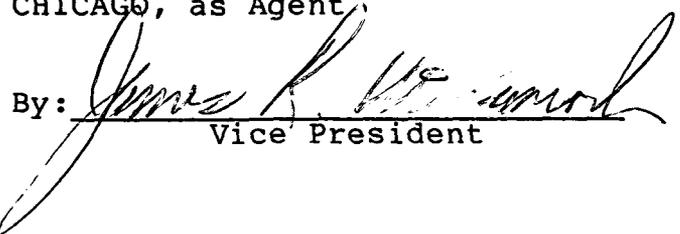
3. Except as hereby amended the Security Agreement remains in full force and effect, and the Security Agreement as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first written above.

EVANS RAILCAR LEASING COMPANY

By:   
Vice President

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF  
CHICAGO, as Agent,

By:   
Vice President

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

I, Harriet D. Johnston, a Notary Public in and for the County and State aforesaid, do hereby certify that Paul R. Leake, 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 an officer 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 8<sup>th</sup> day of December, 1983.

Harriet D. Johnston  
Notary Public

My Commission Expires:

June 8, 1984

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

I, WALTER W. CADOGAN JR., a Notary Public in and for the County and State aforesaid, do hereby certify that JAMES R. McCLAMROCK, Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("Bank"), a national banking association, 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 9<sup>th</sup> day of December, 1983.

Walter W. Cadogan Jr.  
Notary Public

My Commission Expires:

2-24-84

*23*

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>
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Tank 210CI	4	Archer Daniels Midland	12/1/77	9	4/30/82	mo./mo.	USLX 22201, 22205, 22206, 22228
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RBL	8	Chicago & Northwestern	7/1/82	NA	NA	mo./mo.	CNW 33901-33908

DESCRIPTION OF CARS AND LEASES

Exhibit 'A'

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# Exhibit A'

## DESCRIPTION OF CARS AND LEASES

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Tank 235CI	5	Lease Pool					USLX 22057, 22070, 22077, 22079 22043

## Exhibit B

### DESCRIPTION OF CARS AND LEASES

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Gon GB	25	Atlantic & Western Financial, subleased to Iowa R.R. Co.	10/25/83, as amended, sublease 4/29/83	NA	NA		IRRC 643550-643553, 643555-643559, 643561-643563, 643565, 643566, 643570, 643572, 643575-643577, 643579-643584
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## Exhibit B

### DESCRIPTION OF CARS 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>
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Tank 235CI	13	Chemlink Petroleum <sup>2</sup>	6/2/83	1	6/2/83, as amended	2, option to return early	USLX 22053-22055, 22058-22060, 22064, 22066-22068, 22073-22075
Tank 210CI	10	Continental Grain	8/15/83	NA	NA	6 mo.	ERLX 130-139
Box-XL	5	Ferdinand RR	7/1/83	2	7/1/83	mo./mo.	FRDN 1161, 1167, 1175, 1176, 1182
Box-XL	46	Ferdinand RR	7/1/83	1	7/1/83	6 mo.	FRDN 1001, 1008, 1015, 1018, 1020, 1024, 1025, 1027-1029, 1031, 1032, 1034, 1040, 1042, 1050, 1051, 1053, 1055, 1058, 1075, 1077, 1079, 1088, 1089, 1094, 1099, 1101, 1105, 1107, 1123, 1124, 1129, 1130, 1132, 1133, 1136, 1142, 1145, 1150, 1151, 1154, 1231, 1232, 1243, 1244

# Exhibit B

## DESCRIPTION OF CARS AND LEASES

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RBL	8	Illinois Central Gulf	7/13/82	1	NA	1	ICG 151230-151237
Gon GB	10	Indiana Hi-Rail	6/2/83	1	6/2/83	expire 6/30/86	IIRC 3587, 3589, 3591- 3594, 3596, 3598- 3600
Cov Hop-LO	20	Maryland Midland RR	7/7/83	1	7/7/83	15	MMID 3310, 3312, 3321, 3323, 3305, 3340, 3315, 3344, 3330, 3322, 3332, 3313, 3311, 3331, 3343, 3314, 3320, 3341, 3304
Cov Hop-LO	10	Mobil Oil Corp. <sup>3</sup>					ERLX 6117, 6126-6129, 6148-6152
Tank 210CI	3	Northern Petro Chemical	8/11/83	NA	NA	3 mo.	USLX 21994-21996
Box-XM	20	Peoria Pekin Union	8/23/83	1	8/23/83	3	PPU 2100-2119
Cov Hop-LO	1	Rahr Malting	6/8/83	1	6/8/83	1	ERLX 6174
Tank 210CI	6	Reed Lignin	11/30/82	2	9/23/83	6 mo.	USLX 21830, 21840, 21977, 21985, 22020, 22217
Tank 210CI	2	Jim Walter Resources <sup>4</sup>	1/19/83, as amended	1	1/19/83, as amended	6 mo.	USLX 21983, 21988

# Exhibit B

## DESCRIPTION OF CARS 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>
Tank 210CI	7	Weyerhaeuser Co.	9/8/83, as amended	1	9/8/83, as amended	mo./mo.	USLX 21971, 21973-21976, 21982, 21986
Cov Hop-LO	8	Wisconsin & Southern RR	9/12/83, as amended	1	9/12/83	5	WSOR 3809, 3817, 3819, 3820, 3876, 3887, 3892, 3894
Gon GB	10	Off Lease					FRDN 643554, 643564, 643567, 643574, 643578, 643590, 643595, 643616, 643620, 643647
Tank 210CI	1	Off Lease					USLX 22098
Flat-FBS	5	Off Lease					NOKI 2875-2879

- 1 Unexecuted Lease
- 2 Unexecuted amendment
- 3 Cars in service, lease under negotiation
- 4 Unexecuted amendment