



EVANS RAILCAR LEASING COMPANY

Executive Offices
The East Tower, Suite 900 • 2550 Golf Road • Rolling Meadows, IL 60008 • 312/640-7000

10958-A

5-066A086

March 6, 1985

Secretary
Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 10958-A Filed 1425

MAR 7 1985
ICC Washington, D.C.

MAR 7 1985 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

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 dated as of August 20, 1984. The parties to the Supplemental Agreement are:

- Debtor Evans Railcar Leasing Company
2550 Golf Road
Rolling Meadows, Illinois 60008

- Secured Party Mellon Bank N.A.
595 Market Street
San Francisco, California 94105
Attn: Mr. William Ogden

A description of the equipment covered by the Supplemental Agreement is attached hereto as Exhibit A & B.

The enclosed Supplemental Agreement relates to that certain Security Agreement dated as of September 15, 1979, and recorded with the Interstate Commerce Commission on October 29, 1979, as ICC Recordation No. 10958. Accordingly, we request that the Supplemental Agreement be filed as subfilings under that number.

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 Supplemental Agreement not required to be kept by you, or, if it is not possible to return them to the bearer, send them to the Debtor, Attention Mr. John M. Morand.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

[Signature]
Assistant Secretary

Enclosures

[Handwritten signature/initials]

EXHIBIT A

ISSUE AT

"DELETED CAR NUMBERS"

DESCRIPTION

100 XM Box Cars

REPORTING MARKS

WVRC 8100-8199

EXHIBIT B

ISSUE AT

"REPLACEMENT CAR NUMBERS"

DESCRIPTION

REPORTING MARKS

100 XM Box Cars

GBW 8200-8299

Interstate Commerce Commission
Washington, D.C. 20423

10958-A

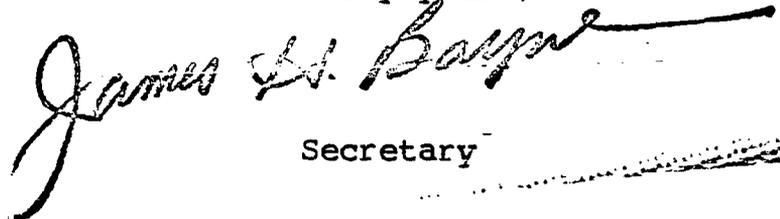
OFFICE OF THE SECRETARY

Laurence P. Prange
Evans Railcar Leasing Company
The East Tower, Suite 900
2550 Golf Road
Rolling Meadows, Illinois 60008

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 3/7/85 at 1:15pm and assigned re-
recording number(s). 10958-A

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 10958-A Filed 1425

MAR 7 1985 - 1 15 PM

SUPPLEMENTAL AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Supplemental Agreement dated as of August 20, 1984, is by and between MELLON BANK (hereinafter called the "Secured Party") and EVANS RAILCAR LEASING COMPANY, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Debtor").

W I T N E S S E T H:

WHEREAS, the Secured Party and the Debtor have executed and delivered with and to each other that certain Security Agreement, Issue AT, dated as of September 15, 1979, (hereinafter called the "Security Agreement"); and

WHEREAS, the Security Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 10958; and

WHEREAS, pursuant to said Security Agreement, the Debtor granted the Secured Party a security interest in certain railroad cars (hereinafter called the "Cars"); and

WHEREAS, the Debtor and the Secured Party desire to modify and amend the Security Agreement to reflect changes in identifying marks with respect to certain units of the Cars.

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

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

3. The Debtor 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 Security 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 17th day of September, 1984.

[CORPORATE SEAL]

ATTEST:

MELLON BANK

Assistant Secretary

BY:

J. H. Eddy
ASSISTANT VICE PRESIDENT

[CORPORATE SEAL]

ATTEST:

EVANS RAILCAR LEASING COMPANY

Assistant Secretary

BY:

Shirley H. Hays
C. Richard Barry

EXHIBIT A

ISSUE AT

"DELETED CAR NUMBERS"

DESCRIPTION

100 XM Box Cars

REPORTING MARKS

WVRC 8100-8199

EXHIBIT B

ISSUE AT

"REPLACEMENT CAR NUMBERS"

DESCRIPTION

100 XM Box Cars

REPORTING MARKS

GBW 8200-8299

STATE OF Pennsylvania

CITY AND COUNTY OF

On this 17th day of September, 1984, before me personally appeared T. P. EDDY and _____, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of Mellon Bank, N.A.

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:

MADELAINE McGRATH, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
~~MY COMMISSION EXPIRES MAY 16, 1988~~
Member, Pennsylvania Association of Notaries

Madelaine McGrath
Notary Public

STATE OF ILLINOIS

COUNTY OF COOK

On this 27th day of August, 1984, before me personally appeared C. Richard Barney and Laurence P. Prange, to me personally known, who, being by me duly sworn, say that they are 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:

My Commission Expires July 25, 1987

Jeanette C. Benedetto
Notary Public