



Paul J. Graf
Group Attorney
Transportation Systems & Industrial Group

The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

RECORDATION NO. 9614-A Filed 1425

FEB 10 1982 - 10 20 AM

Telephone 312/640-7000

INTERSTATE COMMERCE COMMISSION

February 2, 1982

RECORDATION NO. 9614-B Filed 1425

FEB 10 1982 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

Mrs. Mildred Lee
Secretary
Interstate Commerce Commission
Washington, DC 20423

No. 2-040005-1
Date FEB 10 1982
Fee \$ 70.00
ICC Washington, D. C.

Dear Mrs. Lee:

I have enclosed three originals and one copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

The documents included are a Supplemental Agreement, Bill of Sale of Reconveyance, and the Lease Agreement which the substitute cars are covered by, dated July 8, 1981, which are secondary documents.

The primary document to which this is connected is recorded under Recordation No. 9614.

The names and addresses of the parties to the documents are as follows:

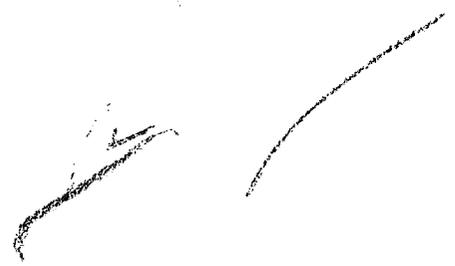
Mortgagor - Evans Railcar Leasing Company
2550 Golf Road
Rolling Meadows, IL 60008

Mortgagee - Marine Midland Bank,
250 Park Avenue
New York, NY

A description of the equipment covered by the documents follows:
Released Equipment: Five 100-ton 3600 c.f. Open Top Hopper - USLX 46044, 46086, 46093, 46052, 46055, AAR #H350; Fourteen 100-ton 4780 c.f. Covered Hopper - CSKX 7022, 7016, 7010, 7079, 7069, 7006, 7083, 7007, 7020, 7037, 7075, 7090, 7093, 7097, AAR #L153.
Substituted Equipment: Twelve 21,000 gal. Tank - USLX 21644-21655, AAR #T105.

A fee of \$70.00 is enclosed. Please return two originals and one copy not needed by the Commission for recordation to Paul J. Graf, Evans Products Company, 2550 Golf Road, Rolling Meadows, IL 60008.

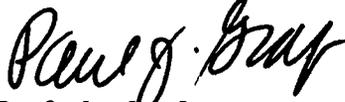
Cross Index the Lease



A short summary of the documents to appear in the index follows:

Supplemental Agreement, Bill of Sale of Reconveyance, and the Lease Agreement to Railroad Equipment Security Agreement between Evans Railcar Leasing Company, 2550 Golf Road, Rolling Meadows, IL 60008, Mortgagor, and Marine Midland Bank, 250 Park Avenue, New York, NY, Mortgagee, dated July 8, 1981 and covering Five 100-ton 3600 c.f. Open Top Hoppers, Fourteen 100-ton 4780 c.f. Covered Hoppers-Released Equipment, and Twelve 21,000 gal. Tanks-Substituted Equipment to the Railroad Equipment Security Agreement with Recordation No. 9614.

Very truly yours,



Paul J. Graf

PJG:sm

Enclosures

SUPPLEMENTAL AGREEMENT

RECORDATION NO. 9614-B
FILED 1428

FEB 10 1982 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT dated as of July 8, 1981, is by and between Marine Midland Bank (hereinafter called the Secured Party ") and Evans Railcar Leasing Company, an Illinois corporation (hereinafter called the "Company").

WITNESSETH, that:

WHEREAS, the Secured Party and the Company (as successor to United States Railway Equipment Company) have executed and delivered with and to each other that certain Railroad Equipment Security Agreement dated as of June 30, 1978, (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. § 11303 and assigned Recordation No. 9614; and

WHEREAS, pursuant to Sections 2.2 and 2.3 of the Agreement, the Company has or will have sold, assigned and transferred to the Secured Party Substitute Equipment (as hereinafter defined) in substitution for certain Equipment which the Company desires to be released from Lender's lien (the "Released Equipment"); and

WHEREAS, the Company and the Secured Party desire to modify and amend the Agreement to release and delete therefrom the Released Equipment and to encumber thereby and substitute therefor the Substitute Equipment.

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 Agreement is hereby amended by releasing from the lien thereof and deleting from Schedule A thereof, the units of Trust Equipment (herein called "Released Equipment") described in Exhibit A hereto.
2. The Agreement is hereby amended by subjecting to the lien thereof and adding to Schedule A thereof, the units of Equipment (herein called "Substitute Equipment") described in Exhibit B hereto. The aggregate cost to the Company of the Substitute Equipment is not less than the aggregate cost to the Company of the Released cars. The aggregate fair market value of the Substitution Equipment is not less than the aggregate fair market value of the Released Equipment. The Substitute Equipment was manufactured not earlier than April 1, 1977.
3. The term "Equipment" as used in the Agreement shall hereafter, for all purposes, include the Substitute Equipment and shall not hereafter include the Released Equipment.

4. The Company will promptly cause this Supplemental Agreement for the Substitute Equipment to be filed and recorded in accordance with 49 U.S.C. § 11303.
5. Except as amended and supplemented hereby, the 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 8th day of July, 1981.

MARINE MIDLAND BANK, N.A.



ATTEST:

By Stephanie D. Fering
ASSISTANT VICE PRESIDENT

Donath A. Ryan
Assistant Secretary

EVANS RAILCAR LEASING
COMPANY

By [Signature]

ATTEST:

Thomas L. Schoenbeck
Assistant Secretary

STATE OF

CITY AND COUNTY OF

On this 20th day of August, 1981, before me personally appeared Stephanie D. Fering and Dorothy A. Ryan, to me personally known, who, being by me duly sworn, say that they are an ^{Asst.} Vice President and an Assistant Secretary, respectively, of MARINE MIDLAND BANK, that one of the seals affixed to the foregoing instruments is the corporate seal of said corporation, that said instrument was signed 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.


Notary Public

JOAN C. FINGEROTH
Notary Public, State of New York
No. 24-4703921 Qual. in Kings Co.
Certificate filed in New York County
Commission Expires March 30, 1983

STATE OF ILLINOIS

COUNTY OF COOK

On this 8th day of July, 1981, before me personally appeared Paul R. Leak, and Thomas L. Schoenbeck, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, 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.


Notary Public

Exhibit A

Issue AS Released Equipment

<u># of Cars</u>	<u>Car Type</u>	<u>Car Numbers</u>
5	100-ton 3600 c.f. Open Top Hopper	USLX 46044 USLX 46086 USLX 46093 USLX 46052 USLX 46055
14	100-ton 4780 c.f. Covered Hopper	CSKX 7022 CSKX 7016 CSKX 7010 CSKX 7079 CSKX 7069 CSKX 7006 CSKX 7083 CSKX 7007 CSKX 7020 CSKX 7037 CSKX 7075 CSKX 7090 CSKX 7093 CSKX 7097

Exhibit B

Issue AS Substitute Equipment

of Cars

12

Car Type

21,000 gal. Tank

Car Numbers

USLX 21644-21655