2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

AL
9896-C
$10

EVANS PRODUCTS COMPANY / EVANS RAILCAR LEASING COMPANY DIVISION

RECORDATION NO. 9896-C Filed 1425
OCT 29 1984 12 00 PM
INTERSTATE COMMERCE COMMISSION

4-303A073

No.
Date OCT 29 1984
Fee $ 10.00
ICC Washington, D.C.

ICC OFFICE OF THE SECRETARY
OCT 29 12 47 PM '84
MOTOR OPERATING UNIT

October 10, 1984

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 five fully executed counterparts of that certain Second Amendment to Security Agreement dated as of September 1, 1984 (the "Second Amendment"). The parties to the Second Amendment are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank
380 Madison Avenue
9th Floor
New York, New York 10017

A description of the equipment and leases covered by the Second Amendment is attached hereto as Exhibit A.

The enclosed Second Amendment to that certain Security Agreement dated as of July 1, 1978 and recorded with Interstate Commerce Commission on December 11, 1978 as ICC Recordation No. 9896. Accordingly, we request that the Second Amendment be filed as a subfiling under that number.

Cf. Kannler

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 Second Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them 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

EXHIBIT A

EVANS RAILCAR LEASING COMPANY

COLLATERAL LISTINGS

AS OF 8/31/84

ISSUE AL

ETC LOT	CAR TYPE	QTY	LESSEE	CAR NUMBERS	MASTER LEASE DATE	SCHEDULE #	SCHEDULE DATE	LEASE TERM	RENTAL
1835-00	Box - XF	297	Chicago & Northwestern	CNW 717000-717197 717200-717277 717279-717299	03/14/80	3	03/18/80	240	293.00
1853-00	Box - XM	197	Boston & Maine Corporation	BM 300800-300825 300827-300850 300852-300944 300946-300999	06/19/78	2	03/24/80	180	304.00
TOTAL		494							

RECORDATION NO. 9896-C Filed 1425
OCT 29 1984 -12 00 PM
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO SECURITY AGREEMENT

THIS SECOND AMENDMENT TO SECURITY AGREEMENT dated as of September 1, 1984 ("Second Amendment") is by and between Evans Railcar Leasing Company, an Illinois corporation ("Debtor"), successor by name change to United States Railway Leasing Company, and Chemical Bank, a New York banking corporation ("Secured Party").

WITNESSETH, that

WHEREAS, Debtor has heretofore executed and delivered to Secured Party that certain Security Agreement dated as of July 1, 1978 and recorded with the Interstate Commerce Commission ("ICC") on December 11, 1978, as Recordation No. 9896 (the "Original Security Agreement"), to secure Debtor's 9-1/2% Equipment Promissory Note, Issue AL, dated December 22, 1978, payable to the order of Secured Party in the original principal amount of $13,000,000.00; and

WHEREAS, the parties entered into that certain Amendment to Security Agreement dated as of March 1, 1979 and recorded with the ICC on August 21, 1979 as Recordation No. 9896-A (the "Amendment"); and

WHEREAS, the parties entered into a Supplemental Agreement dated as of August 1, 1983 and recorded with the ICC on January 19, 1984 as Recordation No. 9896-B (together with the Original Security Agreement and the Amendment collectively hereinafter called the "Agreement"); and

WHEREAS, the Secured Party and Debtor desire to amend and restate Schedule 1 to the Agreement in its entirety.

NOW, THEREFORE, in consideration of the premises herein contained and of $10.00 and other good and valuable consideration paid by Debtor to Secured Party, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

AGREEMENT

1. Schedule 1 to the Agreement is hereby amended and restated by substituting therefore Exhibit A hereto.

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

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

EVANS RAILCAR LEASING COMPANY

By: _____
Vice President

CHEMICAL BANK

By: _____
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Jeanette C. Benedetti, a Notary Public in and for the County and State aforesaid, do hereby certify that C. Richard Barney, the (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 such officers 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 15th day of October, 1984.

Jeanette C. Benedetti
Notary Public

My Commission Expires:

My Commission Expires July 25, 1987

STATE OF New York)
) SS
COUNTY OF New York)

I, Jeffrey B. Reitman, a Notary Public in and for the County and State aforesaid, do hereby certify that Paul Fitzgerald Vice President of Chemical Bank ("Bank"), a New York banking corporation, 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 acts, 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 3 day of October, 1984.

Jeffrey B. Reitman
Notary Public

My Commission Expires:

JEFFREY B. REITMAN
Notary Public, State of New York
No. 52-8542125
Qualified in Suffolk County
Commission Expires March 30, 1986

EXHIBIT A

EVANS RAILCAR LEASING COMPANY

COLLATERAL LISTINGS

AS OF 8/31/84

ISSUE AL

ETC LOT	CAR TYPE	QTY	LESSEE	CAR NUMBERS	MASTER LEASE DATE	SCHEDULE #	SCHEDULE DATE	LEASE TERM	RENTAL
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