

2550 Golf Road
Rolling Meadows, IL 60008

9340-A

Telephone: 312/640-7000

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

RECORDATION NO. 9340-A FILE# 1425

OCT 5 1984 10 20 AM, 1984

4-279A100

INTERSTATE COMMERCE COMMISSION No. OCT 5 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

Date

Fee \$ 10.00

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 three fully executed counterparts of that certain First Amendment to Security Agreement dated as of September 10, 1984. The parties to the First Amendment are:

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

AP

Secured Party: Continental Illinois National
Bank and Trust Company
of Chicago
231 South LaSalle Street
Chicago, IL 60697

A description of the equipment covered by the First Amendment is attached hereto as Exhibit A.

The enclosed First Amendment relates to that certain Security Agreement dated as of April 1, 1978 and recorded with the Interstate Commerce Commission on April 25, 1978 as ICC Recordation No. 9340. Accordingly, we request that the First Amendment be filed as a subfiling under that number.

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

MOTOR OPERATING UNIT
OCT 5 10 25 AM '84
THE SECRETARY
ICC OFFICE OF

Interstate Commerce Commission
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 First Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe, #4620, Chicago, Illinois 60603

Very truly yours,

EVANS RAILCAR LEASING
COMPANY


Assistant Secretary

enclosures

EXHIBIT A

COLLATERAL LISTING
CM(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 16

FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE AP 1546-10	*	BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	28896	77/11/09	1	77/11/09	15	0	ATW	15000
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	28897	77/11/09	1	77/11/09	15	0	ATW	15001
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29222	77/11/09	1	77/11/09	15	0	ATW	15003
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29217	77/11/09	1	77/11/09	15	0	ATW	15008
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29216	77/11/09	1	77/11/09	15	0	ATW	15009
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29214	77/11/09	1	77/11/09	15	0	ATW	15011
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29213	77/11/09	1	77/11/09	15	0	ATW	15012
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29209	77/11/09	1	77/11/09	15	0	ATW	15016
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29207	77/11/09	1	77/11/09	15	0	ATW	15018
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29204	77/11/09	1	77/11/09	15	0	ATW	15021
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29203	77/11/09	1	77/11/09	15	0	ATW	15022
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29198	77/11/09	1	77/11/09	15	0	ATW	15027
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29196	77/11/09	1	77/11/09	15	0	ATW	15029
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29055	77/11/09	1	77/11/09	15	0	ATW	15032
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29054	77/11/09	1	77/11/09	15	0	ATW	15033
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29053	77/11/09	1	77/11/09	15	0	ATW	15034
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29047	77/11/09	1	77/11/09	15	0	ATW	15040
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29038	77/11/09	1	77/11/09	15	0	ATW	15049
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	28898	77/11/09	1	77/11/09	15	0	IRRC	15002
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29221	77/11/09	1	77/11/09	15	0	IRRC	15004
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29219	77/11/09	1	77/11/09	15	0	IRRC	15006
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29218	77/11/09	1	77/11/09	15	0	IRRC	15007
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29215	77/11/09	1	77/11/09	15	0	IRRC	15010
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29212	77/11/09	1	77/11/09	15	0	IRRC	15013
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29211	77/11/09	1	77/11/09	15	0	IRRC	15014
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29210	77/11/09	1	77/11/09	15	0	IRRC	15015
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29208	77/11/09	1	77/11/09	15	0	IRRC	15017
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29206	77/11/09	1	77/11/09	15	0	IRRC	15019
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29205	77/11/09	1	77/11/09	15	0	IRRC	15020
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29202	77/11/09	1	77/11/09	15	0	IRRC	15023
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29201	77/11/09	1	77/11/09	15	0	IRRC	15024
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29200	77/11/09	1	77/11/09	15	0	IRRC	15025
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29199	77/11/09	1	77/11/09	15	0	IRRC	15026
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29197	77/11/09	1	77/11/09	15	0	IRRC	15028
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29192	77/11/09	1	77/11/09	15	0	IRRC	15030
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29056	77/11/09	1	77/11/09	15	0	IRRC	15031
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29051	77/11/09	1	77/11/09	15	0	IRRC	15036
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29050	77/11/09	1	77/11/09	15	0	IRRC	15037
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29049	77/11/09	1	77/11/09	15	0	IRRC	15038
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29048	77/11/09	1	77/11/09	15	0	IRRC	15039
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29046	77/11/09	1	77/11/09	15	0	IRRC	15041
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29045	77/11/09	1	77/11/09	15	0	IRRC	15042
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29044	77/11/09	1	77/11/09	15	0	IRRC	15043
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29043	77/11/09	1	77/11/09	15	0	IRRC	15044
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29041	77/11/09	1	77/11/09	15	0	IRRC	15046
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29040	77/11/09	1	77/11/09	15	0	IRRC	15047
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29039	77/11/09	1	77/11/09	15	0	IRRC	15048

N=47

COLLATERAL LISTING
 CM(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 17

FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AP 1564-10	* BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29057	77/11/09	2	78/01/16	15	0	ATW	15050
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29058	77/11/09	2	78/01/16	15	0	ATW	15051
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29059	77/11/09	2	78/01/16	15	0	ATW	15052
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29060	77/11/09	2	78/01/16	15	0	ATW	15053
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29062	77/11/09	2	78/01/16	15	0	ATW	15055
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29063	77/11/09	2	78/01/16	15	0	ATW	15056
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29064	77/11/09	2	78/01/16	15	0	ATW	15057
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29065	77/11/09	2	78/01/16	15	0	ATW	15058
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29066	77/11/09	2	78/01/16	15	0	ATW	15059
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29067	77/11/09	2	78/01/16	15	0	ATW	15060
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29068	77/11/09	2	78/01/16	15	0	ATW	15061
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29069	77/11/09	2	78/01/16	15	0	ATW	15062
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29070	77/11/09	2	78/01/16	15	0	ATW	15063
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29071	77/11/09	2	78/01/16	15	0	ATW	15064
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29072	77/11/09	2	78/01/16	15	0	ATW	15065
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29073	77/11/09	2	78/01/16	15	0	ATW	15066
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29074	77/11/09	2	78/01/16	15	0	ATW	15067
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29075	77/11/09	2	78/01/16	15	0	ATW	15068
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29076	77/11/09	2	78/01/16	15	0	ATW	15069
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29077	77/11/09	2	78/01/16	15	0	ATW	15070
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29078	77/11/09	2	78/01/16	15	0	ATW	15071
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29079	77/11/09	2	78/01/16	15	0	ATW	15072
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29080	77/11/09	2	78/01/16	15	0	ATW	15073
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29081	77/11/09	2	78/01/16	15	0	ATW	15074

N=24

ISSUE	AP 1567-10	* BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29082	78/02/08	1	78/02/08	15	0	AR	1000
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29083	78/02/08	1	78/02/08	15	0	AR	1001
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29084	78/02/08	1	78/02/08	15	0	AR	1002
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29085	78/02/08	1	78/02/08	15	0	AR	1003
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29086	78/02/08	1	78/02/08	15	0	AR	1004
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29087	78/02/08	1	78/02/08	15	0	AR	1005
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29089	78/02/08	1	78/02/08	15	0	AR	1007
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29090	78/02/08	1	78/02/08	15	0	AR	1008
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29091	78/02/08	1	78/02/08	15	0	AR	1009
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29092	78/02/08	1	78/02/08	15	0	AR	1010
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29093	78/02/08	1	78/02/08	15	0	AR	1011
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29094	78/02/08	1	78/02/08	15	0	AR	1012
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29095	78/02/08	1	78/02/08	15	0	AR	1013
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29096	78/02/08	1	78/02/08	15	0	AR	1014
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29097	78/02/08	1	78/02/08	15	0	AR	1015
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29098	78/02/08	1	78/02/08	15	0	AR	1016
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29099	78/02/08	1	78/02/08	15	0	AR	1017
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29100	78/02/08	1	78/02/08	15	0	AR	1018
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29101	78/02/08	1	78/02/08	15	0	AR	1019
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29102	78/02/08	1	78/02/08	15	0	AR	1020
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29103	78/02/08	1	78/02/08	15	0	AR	1021

COLLATERAL LISTING
 CM(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 18

FINANCE AGREEMENT	LOT NUMBER	* CAR ‡ TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AP 1567-10	* BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29104	78/02/08	1	78/02/08	15	0	AR	1022
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29105	78/02/08	1	78/02/08	15	0	AR	1023
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29106	78/02/08	1	78/02/08	15	0	AR	1024
N=24											
ISSUE	AP 2008-01	* BOX-XF	CONTINENTAL BRAIN COMPANY	29042	83/04/07	1	83/04/07	0	6	ATW	15045
N=1											

Total number of cars = 96

OCT 5 1984 - 10 20 AM

FIRST AMENDMENT
TO
SECURITY AGREEMENT
INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO SECURITY AGREEMENT, dated as of September 10, 1984, between EVANS RAILCAR LEASING COMPANY (formerly United States Railway Equipment Co.), an Illinois corporation, with its principal offices at 2550 Golf Road, East Tower, Suite 1000, Rolling Meadows, Illinois 60008 (the "Debtor") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, 231 South LaSalle Street, Chicago, Illinois 60697 (the "Secured Party").

WITNESSETH:

WHEREAS, as security for its \$2,000,000 9-3/8% Equipment Promissory Note, Issue AP, dated April 26, 1978, issued to the Secured Party, the Debtor has executed and delivered in favor of the Secured Party a Security Agreement, dated as of April 1, 1978, and recorded with the Interstate Commerce Commission (the "ICC") on April 25, 1978 under Recordation No. 9340 (as from time to time now or hereafter amended, renewed, extended or otherwise modified, the "Security Agreement"; terms used herein and not otherwise defined herein shall have the same meaning as therein); and

WHEREAS, the Debtor has issued to the Secured Party the following promissory notes (as from time to time now or hereafter amended, renewed, extended or otherwise modified, the "Additional Notes") pursuant to the following agreements:

(i) \$10,000,000 10-1/2% Equipment Promissory Note, Issue AH, dated June 14, 1977, pursuant to a Loan Agreement, dated as of May 1, 1977, and secured by a Chattel Mortgage (Railroad Equipment Security Agreement), dated as of May 1, 1977 and recorded with the ICC on June 10, 1977 under Recordation No. 8851, and by Assignments of Leases, dated as of May 1, 1977 and recorded with the ICC on June 10, 1977 under Recordation Nos. 8851-A, 8851-B and 8851-C, respectively;

(ii) \$3,685,000 8-7/8% Equipment Promissory Note, Issue AK, dated June 16, 1977, pursuant to a letter agreement, dated June 1, 1977, and secured by a

Security Agreement, dated as of June 1, 1977 and recorded with the ICC on June 10, 1977 under Recordation No. 8857;

(iii) \$2,175,000 9% Equipment Promissory Note, Issue AQ, dated September 23, 1977, pursuant to a Loan Agreement, dated as of August 1, 1977, and secured by a Security Agreement, dated as of August 1, 1977 and recorded with the ICC on September 21, 1977 under Recordation No. 9007;

(iv) \$1,950,000 8-7/8% Equipment Promissory Note, Issue AN, dated September 23, 1977, pursuant to a Loan Agreement, dated as of August 1, 1977, and secured by a Security Agreement, dated as of August 1, 1977 and recorded with the ICC on September 21, 1977 under Recordation No. 9008;

(v) \$2,500,000 9-3/8% Equipment Promissory Note, Issue AR, dated April 26, 1978, pursuant to a Loan Agreement, dated as of April 1, 1978, and secured by a Security Agreement, dated as of April 1, 1978 and recorded with the ICC on April 25, 1978 under Recordation No. 9341; and

WHEREAS, the parties hereto wish to amend and supplement the Security Agreement so as to, among other things, expressly include the Additional Notes within the meaning of the "indebtedness hereby secured" (as defined in the Security Agreement) secured by the Security Agreement, and to revise certain provisions as to application of proceeds and substitution of Cars;

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and other good and valuable considerations, the Debtor and Secured Party agree as follows:

1. INCLUSION OF ADDITIONAL NOTES IN "INDEBTEDNESS HEREBY SECURED" AND IN "NOTE". The term "indebtedness hereby secured" when used herein or in the Security Agreement shall be deemed to include the Additional Notes and all obligations of the Debtor under and in connection with the Additional Notes, whether now or hereafter existing, however created, arising or evidenced, whether direct or indirect, absolute or contingent, or due or to become due, in addition to all the other items of the "indebtedness hereby secured" enumerated in the recitals to the Security Agreement. The term "Note" (as defined in the Security Agreement) when used in Section 3 of the Security

Agreement shall be deemed to mean all or any of the Note and the Additional Notes, as the Secured Party shall choose.

2. SUPPLEMENTS. Section 1.2 of the Security Agreement is hereby amended to add the following at the end thereof:

In addition, the Debtor shall, at its own expense:

(a) as to all Leases (with remaining terms in excess of three months) acquired or created after the date hereof, as to which the Secured Party may perfect its security interest therein granted pursuant to this Security Agreement by filing with the Interstate Commerce Commission, in the case of each such acquisition or creation, not later than ten (10) business days after the Debtor obtains rights therein, cause counterparts of a supplement to this Security Agreement, substantially in the form of Schedule II hereto (a "Supplement"), duly executed by the Debtor and describing such Leases in Schedule I thereto, to be delivered to the Secured Party and duly filed with the Interstate Commerce Commission; and

(b) as to all Cars listed on Schedule I hereto, as amended from time to time, not later than the fifth business day of each calendar month after any preceding calendar month in which there shall have occurred, since the date of the last Supplement executed pursuant to this clause (b), changes in reporting marks with respect to any of such Cars, cause counterparts of a Supplement, duly executed by the Borrower and describing all changes in reporting marks as to Cars listed in Schedule I hereto, as amended from time to time, since the date of the last Supplement executed pursuant to this Clause (b), to be duly filed with the Interstate Commerce Commission and delivered to the Secured Party.

The Security Agreement is hereby additionally amended to replace Schedule I thereto with Schedule I hereto and to add, as Schedule II thereto, Schedule II hereto.

3. APPLICATION OF PROCEEDS AND PREPAYMENTS. Section 2.1 of the Security Agreement is hereby amended to read as follows:

2.1. Without regard to whether an event of default under Section 3 hereof has occurred and is continuing, the Debtor agrees that it will, promptly upon receipt, pay over to the Secured Party all monies

("settlement monies") paid to it pursuant to any Lease as settlement for the loss, theft, destruction or damage beyond economical repair of any Car or Cars leased thereunder, which settlement monies shall be immediately applied by the Secured Party to the prepayment of the principal of the Note in inverse order of the principal installments coming due on the Note (as defined in the Security Agreement), and then to the prepayment of the principal of the Additional Notes in inverse order of the principal installments coming due on any of such Additional Notes, together with any accrued interest on such principal installments. From and after the date hereof the Debtor shall promptly transmit to the Secured Party any notice or information it receives concerning loss, theft, destruction or damage beyond economical repair to Cars covered by the Leases requiring settlement payment under the Leases. With respect to all Cars for which the Secured Party has received settlement monies paid to the Debtor as required by the Leases, the Secured Party shall execute and deliver to the Debtor, if requested, a release of the lien of this Security Agreement with respect to such Car or Cars.

The Security Agreement is hereby additionally amended by deleting Section 2.2 therefrom, and by re-numbering Section 2.3 as Section 2.2.

4. RESTATEMENT AND RATIFICATION OF SECURITY AGREEMENT. The Debtor hereby restates herein, and ratifies, approves and confirms in each and every respect, all of the terms, conditions and provisions contained in the Security Agreement, except as herein expressly amended.

5. WARRANTIES, COVENANTS AND AGREEMENTS. The warranties, covenants and agreements contained in the Security Agreement are hereby remade by the Debtor and (together with the remedies contained in the Security Agreement) are in full force and effect as of the date hereof and apply to all mortgaged property.

6. MISCELLANEOUS.

(a) All references to the Security Agreement in any other document shall hereafter be deemed to refer to the Security Agreement as amended and supplemented hereby.

(b) This First Amendment has been executed in several counterparts, all of which are identical. Each

counterpart shall for all purposes be deemed to be an original, and all such counterparts shall together constitute and be one and the same instrument.

(c) The indebtedness evidenced by the Note and the Additional Notes is a continuing indebtedness, and nothing herein or in any other document contained shall be construed to deem paid said Note, the Additional Notes or any of said indebtedness, or to release or terminate any mortgage, deed of trust, security agreement, assignment or any other lien securing said notes or any of said indebtedness.

(d) This First Amendment shall be governed by and construed in accordance with the internal laws of the State of Illinois.

IN WITNESS WHEREOF, the parties hereto have executed or caused to be executed this First Amendment to Security Agreement as of the day, month and year first above written.

EVANS RAILCAR LEASING COMPANY

By *C. Richard Berry*
Vice President

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By *D. Padgett Hartung*
Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 21st day of September, 1984, before me personally appeared C. Richard Barney to me personally known, who being by me duly sworn, says that he is a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice A. Sopala
Notary Public

(NOTARIAL SEAL)

My Commission expires:
My Commission Expires Feb. 28th, 1987



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 3rd day of ~~September~~ October, 1984, before me personally appeared Wade Kirk Bishop to me personally known, who being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Barbara A. Van Orsdel
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires July 25, 1987

Schedule I

COLLATERAL LISTING
CM(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 16

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.C. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE AP 1546-10 *	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	28896	77/11/09	1	77/11/09	15	0	ATW	15000
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	28897	77/11/09	1	77/11/09	15	0	ATW	15001
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29222	77/11/09	1	77/11/09	15	0	ATW	15003
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29217	77/11/09	1	77/11/09	15	0	ATW	15008
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29216	77/11/09	1	77/11/09	15	0	ATW	15009
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29214	77/11/09	1	77/11/09	15	0	ATW	15011
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29213	77/11/09	1	77/11/09	15	0	ATW	15012
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29209	77/11/09	1	77/11/09	15	0	ATW	15016
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29207	77/11/09	1	77/11/09	15	0	ATW	15018
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29204	77/11/09	1	77/11/09	15	0	ATW	15021
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29203	77/11/09	1	77/11/09	15	0	ATW	15022
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29198	77/11/09	1	77/11/09	15	0	ATW	15027
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29196	77/11/09	1	77/11/09	15	0	ATW	15029
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29055	77/11/09	1	77/11/09	15	0	ATW	15032
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29054	77/11/09	1	77/11/09	15	0	ATW	15033
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29053	77/11/09	1	77/11/09	15	0	ATW	15034
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29047	77/11/09	1	77/11/09	15	0	ATW	15040
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29038	77/11/09	1	77/11/09	15	0	ATW	15049
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	28898	77/11/09	1	77/11/09	15	0	IRRC	15002
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29221	77/11/09	1	77/11/09	15	0	IRRC	15004
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29219	77/11/09	1	77/11/09	15	0	IRRC	15006
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29218	77/11/09	1	77/11/09	15	0	IRRC	15007
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29215	77/11/09	1	77/11/09	15	0	IRRC	15010
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29212	77/11/09	1	77/11/09	15	0	IRRC	15013
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29211	77/11/09	1	77/11/09	15	0	IRRC	15014
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29210	77/11/09	1	77/11/09	15	0	IRRC	15015
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29208	77/11/09	1	77/11/09	15	0	IRRC	15017
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29206	77/11/09	1	77/11/09	15	0	IRRC	15019
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29205	77/11/09	1	77/11/09	15	0	IRRC	15020
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29202	77/11/09	1	77/11/09	15	0	IRRC	15023
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29201	77/11/09	1	77/11/09	15	0	IRRC	15024
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29200	77/11/09	1	77/11/09	15	0	IRRC	15025
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29199	77/11/09	1	77/11/09	15	0	IRRC	15026
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29197	77/11/09	1	77/11/09	15	0	IRRC	15028
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29192	77/11/09	1	77/11/09	15	0	IRRC	15030
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29056	77/11/09	1	77/11/09	15	0	IRRC	15031
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29051	77/11/09	1	77/11/09	15	0	IRRC	15036
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29050	77/11/09	1	77/11/09	15	0	IRRC	15037
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29049	77/11/09	1	77/11/09	15	0	IRRC	15038
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29048	77/11/09	1	77/11/09	15	0	IRRC	15039
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29046	77/11/09	1	77/11/09	15	0	IRRC	15041
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29045	77/11/09	1	77/11/09	15	0	IRRC	15042
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29044	77/11/09	1	77/11/09	15	0	IRRC	15043
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29043	77/11/09	1	77/11/09	15	0	IRRC	15044
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29041	77/11/09	1	77/11/09	15	0	IRRC	15046
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29040	77/11/09	1	77/11/09	15	0	IRRC	15047
	BOX-XF		ATLANTIC & WESTERN FINANCIAL CORP	29039	77/11/09	1	77/11/09	15	0	IRRC	15048

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7:34 FRIDAY, AUGUST 17, 1984 17

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE AP 1564-10	*	BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29057	77/11/09	2	78/01/16	15	0	ATW	15050
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29058	77/11/09	2	78/01/16	15	0	ATW	15051
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29059	77/11/09	2	78/01/16	15	0	ATW	15052
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29060	77/11/09	2	78/01/16	15	0	ATW	15053
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29062	77/11/09	2	78/01/16	15	0	ATW	15055
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29063	77/11/09	2	78/01/16	15	0	ATW	15056
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29064	77/11/09	2	78/01/16	15	0	ATW	15057
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29065	77/11/09	2	78/01/16	15	0	ATW	15058
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29066	77/11/09	2	78/01/16	15	0	ATW	15059
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29067	77/11/09	2	78/01/16	15	0	ATW	15060
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29068	77/11/09	2	78/01/16	15	0	ATW	15061
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29069	77/11/09	2	78/01/16	15	0	ATW	15062
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29070	77/11/09	2	78/01/16	15	0	ATW	15063
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29071	77/11/09	2	78/01/16	15	0	ATW	15064
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29072	77/11/09	2	78/01/16	15	0	ATW	15065
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29073	77/11/09	2	78/01/16	15	0	ATW	15066
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29074	77/11/09	2	78/01/16	15	0	ATW	15067
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29075	77/11/09	2	78/01/16	15	0	ATW	15068
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29076	77/11/09	2	78/01/16	15	0	ATW	15069
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29077	77/11/09	2	78/01/16	15	0	ATW	15070
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29078	77/11/09	2	78/01/16	15	0	ATW	15071
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29079	77/11/09	2	78/01/16	15	0	ATW	15072
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29080	77/11/09	2	78/01/16	15	0	ATW	15073
		BOX-XF	ATLANTIC & WESTERN FINANCIAL CORP	29081	77/11/09	2	78/01/16	15	0	ATW	15074

N=24

ISSUE AP 1567-10	*	BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29082	78/02/08	1	78/02/08	15	0	AR	1000
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29083	78/02/08	1	78/02/08	15	0	AR	1001
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29084	78/02/08	1	78/02/08	15	0	AR	1002
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29085	78/02/08	1	78/02/08	15	0	AR	1003
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29086	78/02/08	1	78/02/08	15	0	AR	1004
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29087	78/02/08	1	78/02/08	15	0	AR	1005
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29089	78/02/08	1	78/02/08	15	0	AR	1007
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29090	78/02/08	1	78/02/08	15	0	AR	1008
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29091	78/02/08	1	78/02/08	15	0	AR	1009
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29092	78/02/08	1	78/02/08	15	0	AR	1010
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29093	78/02/08	1	78/02/08	15	0	AR	1011
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29094	78/02/08	1	78/02/08	15	0	AR	1012
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29095	78/02/08	1	78/02/08	15	0	AR	1013
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29096	78/02/08	1	78/02/08	15	0	AR	1014
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29097	78/02/08	1	78/02/08	15	0	AR	1015
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29098	78/02/08	1	78/02/08	15	0	AR	1016
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29099	78/02/08	1	78/02/08	15	0	AR	1017
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29100	78/02/08	1	78/02/08	15	0	AR	1018
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29101	78/02/08	1	78/02/08	15	0	AR	1019
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29102	78/02/08	1	78/02/08	15	0	AR	1020
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29103	78/02/08	1	78/02/08	15	0	AR	1021

COLLATERAL LISTING
 CM(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 18

FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AP 1567-10	* BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29104	78/02/08	1	78/02/08	15	0	AR	1022
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29105	78/02/08	1	78/02/08	15	0	AR	1023
		BOX-XM	ATLANTIC & WESTERN FINANCIAL CORP	29106	78/02/08	1	78/02/08	15	0	AR	1024
N=24											
ISSUE	AP 2008-01	* BOX-XF	CONTINENTAL GRAIN COMPANY	29042	83/04/07	1	83/04/07	0	6	ATW	15045
N=1											

Total number of cars = 96

SCHEDULE II

FORM OF SUPPLEMENT TO SECURITY AGREEMENT

This is a SUPPLEMENT, dated as of _____, from EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the Borrower), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, (herein called the Bank).

W I T N E S S E T H

WHEREAS, the Borrower and the Bank have entered into a Security Agreement, dated as of _____, recorded with the Interstate Commerce Commission on _____, 19__ under Recordation No. _____ (herein, as amended or otherwise modified from time to time, called the Security Agreement), pursuant to which the Borrower has granted to the Bank a security interest in certain property of the Borrower (herein called the Collateral);

WHEREAS, pursuant to the terms of the Security Agreement, the Borrower is required to execute and deliver this Supplement to the Security Agreement to the Bank;

NOW, THEREFORE, in consideration of the premises, all financial accommodations now or hereafter granted by the Bank to the Borrower, the Borrower agrees as follows:

[1. Schedule I to the Security Agreement is hereby amended by adding thereto, in substitution, if applicable, for any Leases heretofore but no longer pledged pursuant to the Security Agreement, the Leases described on Schedule 1 hereto (the Scheduled Collateral) in which Scheduled Collateral a security interest is hereby granted on the same terms and conditions as stated in the Recitals 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.]*/

[1. Schedule I to the Security Agreement is hereby amended, with respect to the Cars described on Schedule 1 hereto, to correct the references to the car

*/ Insert for addition of Leases.

reporting marks for such Cars, as shown on said Schedule 1, which reporting marks have been changed as permitted by the Leases for such Cars.]*/

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

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

EVANS RAILCAR LEASING COMPANY

By _____
Title: Vice President

ACCEPTED:

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By _____
Vice President

*/ Insert for changes in car reporting marks.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, _____ a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that _____, personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation, as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this ____ day of _____, 19__.

Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, _____ a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that _____, personally known to me to be a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this ____ day of
____, 19__.

Notary Public

SCHEDULE 1 TO
SUPPLEMENT TO SECURITY AGREEMENT

Description of Equipment
and Leases/and Receivables

<u>Type of Equipment</u>	<u>Car Reporting Mark*/</u>	<u>Car Iden- tification Number</u>	<u>Lessee*/</u>	<u>Date of Lease*/</u>	<u>Lease Term (Yrs.)*/</u>	<u>Net Book Value as of</u>
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*/ Subject to change from time to time.