



Paul J. Graf
Group Attorney
Transportation Systems & Industrial Group

The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

Telephone 312/640-7000

RECORDATION NO. 9896

Filed 1425

JAN 19 1984 3 55 PM

INTERSTATE COMMERCE COMMISSION

January 12, 1984

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

Dear Mrs. Lee:

I have enclosed two originals and two copies of the document described below to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

The document included is a Supplemental Agreement, a secondary document dated August 1, 1983.

The primary document to which this is connected is recorded under Recordation Number 9896. We request that this Assignment be cross-indexed.

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

Assignor: Evans Railcar Leasing Company
2550 Golf Road
Rolling Meadows, IL 60008

Assignee: Chemical Bank
20 Pine Street
New York, NY 10005

A description of the equipment covered by the document follows:

Deleted Car Numbers: 300 50'6" 70-ton XM Boxcars, reporting marks Rock 300700-300999, AAR# A200, 200 50'6" 70-ton XM Boxcars, reporting marks Rock 300500-300699, AAR# B209.

Replacement Cars: 298 50'6" 70-ton XM Boxcars, CNW 717000-717197, 717200-717299, AAR# A220, 197 50'6" 70-ton XM Boxcars BM 300800-300825, 300827-300850, 300852-300944, 300946-300999, AAR# B209.

A fee of \$10.00 is enclosed. Please return one original and two copies not needed by the Commission for recordation to Paul J. Graf, Evans Products Company, 2550 Golf Road, Rolling Meadows, IL 60008.

A short summary of the document to appear in the index follows:
Supplemental Agreement to Security Agreement, Recordation Number
9896, between Evans Railcar Leasing Company, 2550 Golf Road,
Rolling Meadows, IL 60008, Assignor, and Chemical Bank, 20 Pine
Street, New York, NY 10005, Assignee dated August 1, 1983 and
covering:

Deleted Car Numbers: 300 50'6" 70-ton XM Boxcars, reporting
marks Rock 300700-300999, AAR# A200, 200 50'6" 70-ton XM Boxcars,
reporting marks Rock 300500-300699, AAR# B209.

Replacement Cars: 298 50'6" 70-ton XM Boxcars, CNW
717000-717197, 717200-717299, AAR# A220, 197 50'6" 70-ton XM
Boxcars BM 300800-300825, 300827-300850, 300852-300944,
300946-300999, AAR# B209.

Very truly yours,

Paul J. Graf

PJG:sm

Enclosure

SUPPLEMENTAL AGREEMENT JAN 19 1984 - 3 25 PM

This Supplemental Agreement dated as of August 1, 1983, is by and between Chemical Bank (hereinafter called the "Lender") and Evans Railcar Leasing Company, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Company").

W I T N E S S E T H:

WHEREAS, the Lender and the Company have executed and delivered with and to each other that certain Loan and Security Agreement, Issue AL, dated as of July 1, 1978, (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 9896; and

WHEREAS, pursuant to said Agreement, the Company granted the Lender a security interest in certain railroad cars (hereinafter called the "Equipment"); and

WHEREAS, the Company and the Lender desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of 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 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 "Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.
3. The Company 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 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 16 day of December, 1983.

[CORPORATE SEAL]

ATTEST:

CHEMICAL BANK

St. A. Butting
Assistant Secretary

By: JD Brady VP

[CORPORATE SEAL]

ATTEST:

EVANS RAILCAR LEASING COMPANY

Thomas L. Schoenbeck
Assistant Secretary

By: [Signature]

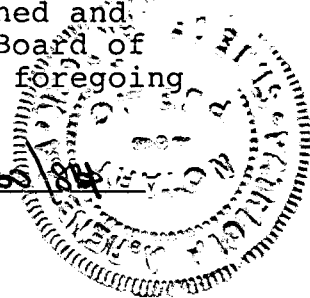
STATE OF

COUNTY OF

On this 16th day of December, 1983, before me personally appeared George W. Brash and John S. Brittain to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary respectively of Chemical Bank, 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.

Robert A. Decker

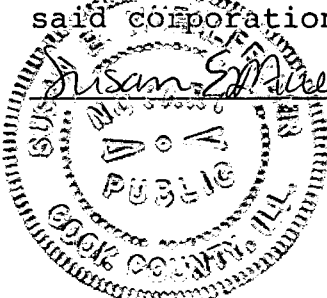
My commission expires: 3/28/84



STATE OF ILLINOIS

COUNTY OF COOK

On this 29th day of August, 1983, before me personally appeared Paul R. Deak and Thomas J. Schenker 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 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.



Susan Ed. Schlegel

My commission expires: 2-4-85

EXHIBIT A

DELETED CAR NUMBERS

<u>Manufacturer</u>	<u>Lessee</u>	<u>Description</u>	<u>Car #'s</u>
Evans Transportation Co.	Rock Island RR Co.	300 50'6" 70-ton XM Boxcars	Rock 300700-300999
Evans Transportation Co.	Rock Island RR Co.	200 50'6" 70-ton XM Boxcars	ROCK 300500- 300699

EXHIBIT B

REPLACEMENT CAR NUMBERS

<u>Manufacturer</u>	<u>Lessee</u>	<u>Description</u>	<u>Car #'s</u>
EVANS TRANSPORTATION COMPANY	Chicago & Northwestern RR Co.	298 50'6" 70-ton XM Boxcars	CNW 717000- 717197,717200- 717299
EVANS TRANSPORTATION COMPANY	Boston & Maine Corp. Inc.	197 50'6" 70-ton XM Boxcars	BM 300800- 300825,300827- 300850,300852- 300944,300946- 300999