14059-FF

EVANS PRODUCTS COMPANY

EVANS RAILCAR LEASING COMPANY
A SUBSIDIARY
Executive Offices
The East Tower, Suite 900 2550 Golf Road Rolling Meadows, IL 60008 312/640-7000

RECORDATION NO. 14059 FF Filed 1425

FEB 28 1985 -8 12 PM

INTERSTATE COMMERCE COMMISSION

No. 5-059A042
FEB 28 1985
Date
Fee $ 10.00
ICC Washington, D. C.

February 1, 1985

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Amendment to Security Agreement ("Amendment") dated as of February 1, 1985. The parties to the Amendment are:

Debtor:	Evans Railcar Leasing Company The East Tower, Suite 1000 2550 Golf Road Rolling Meadows, Illinois 60008
Secured Party:	Continental Illinois National Bank and Trust Company of Chicago, as Agent 231 South LaSalle Street Chicago, Illinois 60697

The enclosed Amendment relates to that certain Security Agreement dated as of May 20, 1983 and recorded with Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Amendment be filed as subfilings under that number.

A description of the equipment being added to the Security Agreement is attached hereto as Exhibit A and a description of the equipment being deleted from the Security Agreement is attached hereto as Exhibit B.

Enclosed herewith is a check in the amount of $10 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 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

LOT NUMBER	*	CAR TYPE***	LESSEE NAME **	INTERNAL I. D. NUMBER*	MASTER LEASE DATE **	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER**

Column headings on each of the following pages shall be deemed to be subject to the same footnotes as on this page.

* Appears on internal records of Borrower only.
** Subject to change from time to time.
*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

E X H I B I T A
COLLATERAL ADDITIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	*	HOPPER-HT	LEASE POOL	16091	0/00/00	0	0/00/00	0	0	USLX	45000
		HOPPER-HT	LEASE POOL	16090	0/00/00	0	0/00/00	0	0	USLX	45001
		HOPPER-HT	LEASE POOL	16087	0/00/00	0	0/00/00	0	0	USLX	45004
		HOPPER-HT	LEASE POOL	16086	0/00/00	0	0/00/00	0	0	USLX	45005
		HOPPER-HT	LEASE POOL	16085	0/00/00	0	0/00/00	0	0	USLX	45006
		HOPPER-HT	LEASE POOL	16084	0/00/00	0	0/00/00	0	0	USLX	45007
		HOPPER-HT	LEASE POOL	16083	0/00/00	0	0/00/00	0	0	USLX	45008
		HOPPER-HT	LEASE POOL	16080	0/00/00	0	0/00/00	0	0	USLX	45011
		HOPPER-HT	LEASE POOL	16079	0/00/00	0	0/00/00	0	0	USLX	45012
		HOPPER-HT	LEASE POOL	16078	0/00/00	0	0/00/00	0	0	USLX	45013
		HOPPER-HT	LEASE POOL	16076	0/00/00	0	0/00/00	0	0	USLX	45015
		HOPPER-HT	LEASE POOL	16075	0/00/00	0	0/00/00	0	0	USLX	45016
		HOPPER-HT	LEASE POOL	16073	0/00/00	0	0/00/00	0	0	USLX	45018
		HOPPER-HT	LEASE POOL	16072	0/00/00	0	0/00/00	0	0	USLX	45019
		HOPPER-HT	LEASE POOL	16071	0/00/00	0	0/00/00	0	0	USLX	45020
		HOPPER-HT	LEASE POOL	16070	0/00/00	0	0/00/00	0	0	USLX	45021
		HOPPER-HT	LEASE POOL	16066	0/00/00	0	0/00/00	0	0	USLX	45025
		HOPPER-HT	LEASE POOL	16064	0/00/00	0	0/00/00	0	0	USLX	45027
		HOPPER-HT	LEASE POOL	16062	0/00/00	0	0/00/00	0	0	USLX	45029
		HOPPER-HT	LEASE POOL	16061	0/00/00	0	0/00/00	0	0	USLX	45030
		HOPPER-HT	LEASE POOL	16060	0/00/00	0	0/00/00	0	0	USLX	45031
		HOPPER-HT	LEASE POOL	16059	0/00/00	0	0/00/00	0	0	USLX	45032
		HOPPER-HT	LEASE POOL	16058	0/00/00	0	0/00/00	0	0	USLX	45033
		HOPPER-HT	LEASE POOL	16054	0/00/00	0	0/00/00	0	0	USLX	45035
		HOPPER-HT	LEASE POOL	16055	0/00/00	0	0/00/00	0	0	USLX	45036
		HOPPER-HT	LEASE POOL	16054	0/00/00	0	0/00/00	0	0	USLX	45037
		HOPPER-HT	LEASE POOL	16053	0/00/00	0	0/00/00	0	0	USLX	45038
		HOPPER-HT	LEASE POOL	16052	0/00/00	0	0/00/00	0	0	USLX	45039
		HOPPER-HT	LEASE POOL	16051	0/00/00	0	0/00/00	0	0	USLX	45040
		HOPPER-HT	LEASE POOL	16049	0/00/00	0	0/00/00	0	0	USLX	45042
		HOPPER-HT	LEASE POOL	16047	0/00/00	0	0/00/00	0	0	USLX	45044
		HOPPER-HT	LEASE POOL	16046	0/00/00	0	0/00/00	0	0	USLX	45045
		HOPPER-HT	LEASE POOL	16045	0/00/00	0	0/00/00	0	0	USLX	45046
		HOPPER-HT	LEASE POOL	16043	0/00/00	0	0/00/00	0	0	USLX	45048
		HOPPER-HT	LEASE POOL	16042	0/00/00	0	0/00/00	0	0	USLX	45049
		HOPPER-HT	LEASE POOL	16041	0/00/00	0	0/00/00	0	0	USLX	45050
		HOPPER-HT	LEASE POOL	16040	0/00/00	0	0/00/00	0	0	USLX	45051
		HOPPER-HT	LEASE POOL	16039	0/00/00	0	0/00/00	0	0	USLX	45052
		HOPPER-HT	LEASE POOL	16038	0/00/00	0	0/00/00	0	0	USLX	45053
		HOPPER-HT	LEASE POOL	16037	0/00/00	0	0/00/00	0	0	USLX	45054
		HOPPER-HT	LEASE POOL	16034	0/00/00	0	0/00/00	0	0	USLX	45055
		HOPPER-HT	LEASE POOL	16035	0/00/00	0	0/00/00	0	0	USLX	45056
		HOPPER-HT	LEASE POOL	15992	0/00/00	0	0/00/00	0	0	USLX	45057
		HOPPER-HT	LEASE POOL	15994	0/00/00	0	0/00/00	0	0	USLX	45059
		HOPPER-HT	LEASE POOL	15995	0/00/00	0	0/00/00	0	0	USLX	45060
		HOPPER-HT	LEASE POOL	15996	0/00/00	0	0/00/00	0	0	USLX	45061
		HOPPER-HT	LEASE POOL	15997	0/00/00	0	0/00/00	0	0	USLX	45062
		HOPPER-HT	LEASE POOL	15998	0/00/00	0	0/00/00	0	0	USLX	45063
		HOPPER-HT	LEASE POOL	15999	0/00/00	0	0/00/00	0	0	USLX	45064
		HOPPER-HT	LEASE POOL	16000	0/00/00	0	0/00/00	0	0	USLX	45065
		HOPPER-HT	LEASE POOL	16003	0/00/00	0	0/00/00	0	0	USLX	45068
		HOPPER-HT	LEASE POOL	16005	0/00/00	0	0/00/00	0	0	USLX	45070
		HOPPER-HT	LEASE POOL	16006	0/00/00	0	0/00/00	0	0	USLX	45071

E X H I B I T A
COLLATERAL ADDITIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	‡	HOPPER-HT	LEASE POOL	16007	0/00/00	0	0/00/00	0	0	USLX	45072
		HOPPER-HT	LEASE POOL	16008	0/00/00	0	0/00/00	0	0	USLX	45073
		HOPPER-HT	LEASE POOL	16010	0/00/00	0	0/00/00	0	0	USLX	45075
		HOPPER-HT	LEASE POOL	16011	0/00/00	0	0/00/00	0	0	USLX	45076
		HOPPER-HT	LEASE POOL	16012	0/00/00	0	0/00/00	0	0	USLX	45077
		HOPPER-HT	LEASE POOL	16013	0/00/00	0	0/00/00	0	0	USLX	45078
		HOPPER-HT	LEASE POOL	16015	0/00/00	0	0/00/00	0	0	USLX	45080
		HOPPER-HT	LEASE POOL	16016	0/00/00	0	0/00/00	0	0	USLX	45081
		HOPPER-HT	LEASE POOL	16017	0/00/00	0	0/00/00	0	0	USLX	45082
		HOPPER-HT	LEASE POOL	16018	0/00/00	0	0/00/00	0	0	USLX	45083
		HOPPER-HT	LEASE POOL	16020	0/00/00	0	0/00/00	0	0	USLX	45085
		HOPPER-HT	LEASE POOL	16021	0/00/00	0	0/00/00	0	0	USLX	45086
		HOPPER-HT	LEASE POOL	16022	0/00/00	0	0/00/00	0	0	USLX	45087
		HOPPER-HT	LEASE POOL	16024	0/00/00	0	0/00/00	0	0	USLX	45089
		HOPPER-HT	LEASE POOL	16026	0/00/00	0	0/00/00	0	0	USLX	45091
		HOPPER-HT	LEASE POOL	16027	0/00/00	0	0/00/00	0	0	USLX	45092
		HOPPER-HT	LEASE POOL	16028	0/00/00	0	0/00/00	0	0	USLX	45093
		HOPPER-HT	LEASE POOL	16030	0/00/00	0	0/00/00	0	0	USLX	45095
		HOPPER-HT	LEASE POOL	16031	0/00/00	0	0/00/00	0	0	USLX	45096
		HOPPER-HT	LEASE POOL	16032	0/00/00	0	0/00/00	0	0	USLX	45097
		HOPPER-HT	LEASE POOL	16033	0/00/00	0	0/00/00	0	0	USLX	45098
		HOPPER-HT	LEASE POOL	16034	0/00/00	0	0/00/00	0	0	USLX	45099
N=75											
1533-01	‡	COV HOP-LO	LEASE POOL	16216	0/00/00	0	0/00/00	0	0	USLX	979
		COV HOP-LO	LEASE POOL	16220	0/00/00	0	0/00/00	0	0	USLX	983
		COV HOP-LO	LEASE POOL	16228	0/00/00	0	0/00/00	0	0	USLX	991
		COV HOP-LO	LEASE POOL	16232	0/00/00	0	0/00/00	0	0	USLX	995
		COV HOP-LO	LEASE POOL	16233	0/00/00	0	0/00/00	0	0	USLX	997
		COV HOP-LO	LEASE POOL	16234	0/00/00	0	0/00/00	0	0	USLX	998
N=6											
2034-02	‡	COV HOP-LO	LEASE POOL	15473	0/00/00	0	0/00/00	0	0	USLX	31128
N=1											
2060-34	‡	COV HOP-LO	LEASE POOL	13299	0/00/00	0	0/00/00	0	0	USEX	340
N=1											
2067-02	‡	TANK-210CI	LEASE POOL	41108	0/00/00	0	0/00/00	0	0	USLX	22099
N=1											

EXHIBIT A
COLLATERAL ADDITIONS
JANUARY 31, 1985

LOT NUMBER	#	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2083-03	*	TANK-210CI	PROCTER & GAMBLE MFG CO	37320	84/07/11	3	84/11/27	3	0	ERLX	102
		TANK-210CI	PROCTER & GAMBLE MFG CO	40439	84/07/11	3	84/11/27	3	0	USLX	22006
N=2											
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	NACR	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	NACR	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40912	84/09/01	1	84/09/01	1	0	NACR	100177
N=3											
2088-02	*	COV HOP-LO	CANADIAN PACIFIC LTD	13293	84/08/01	2	84/08/01	1	0	USEX	345
		COV HOP-LO	CANADIAN PACIFIC LTD	13292	84/08/01	2	84/08/01	1	0	USEX	346
		COV HOP-LO	CANADIAN PACIFIC LTD	13289	84/08/01	2	84/08/01	1	0	USEX	349
N=3											
2093-01	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	20303	84/09/17	1	84/09/17	5	3	IAIS	104
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	25387	84/09/17	1	84/09/17	5	3	IAIS	151
N=2											
2099-01	*	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16195	84/10/30	1	84/10/30	3	0	USLX	957
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16198	84/10/30	1	84/10/30	3	0	USLX	960
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16202	84/10/30	1	84/10/30	3	0	USLX	965
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16204	84/10/30	1	84/10/30	3	0	USLX	967
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16205	84/10/30	1	84/10/30	3	0	USLX	968
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16206	84/10/30	1	84/10/30	3	0	USLX	969
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16207	84/10/30	1	84/10/30	3	0	USLX	970
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16208	84/10/30	1	84/10/30	3	0	USLX	971
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16210	84/10/30	1	84/10/30	3	0	USLX	973
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16211	84/10/30	1	84/10/30	3	0	USLX	974
N=10											
2102-01	*	TANK-210CI	REICHHOLD CHEMICALS, INC	35417	84/11/20	1	84/11/20	1	0	USLX	21452
		TANK-210CI	REICHHOLD CHEMICALS, INC	35420	84/11/20	1	84/11/20	1	0	USLX	21455
		TANK-210CI	REICHHOLD CHEMICALS, INC	39543	84/11/20	1	84/11/20	1	0	USLX	21847
N=3											

Total Collateral Additions 01/85 = 107

EXHIBIT B
COLLATERAL DELETIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	*	HOPPER-HT	PEABODY COAL CO	16091	74/07/19	1	74/07/19	10	3	USLX	45000
		HOPPER-HT	PEABODY COAL CO	16090	74/07/19	1	74/07/19	10	3	USLX	45001
		HOPPER-HT	PEABODY COAL CO	16087	74/07/19	1	74/07/19	10	3	USLX	45004
		HOPPER-HT	PEABODY COAL CO	16086	74/07/19	1	74/07/19	10	3	USLX	45005
		HOPPER-HT	PEABODY COAL CO	16085	74/07/19	1	74/07/19	10	3	USLX	45006
		HOPPER-HT	PEABODY COAL CO	16084	74/07/19	1	74/07/19	10	3	USLX	45007
		HOPPER-HT	PEABODY COAL CO	16083	74/07/19	1	74/07/19	10	3	USLX	45008
		HOPPER-HT	PEABODY COAL CO	16080	74/07/19	1	74/07/19	10	3	USLX	45011
		HOPPER-HT	PEABODY COAL CO	16079	74/07/19	1	74/07/19	10	3	USLX	45012
		HOPPER-HT	PEABODY COAL CO	16078	74/07/19	1	74/07/19	10	3	USLX	45013
		HOPPER-HT	PEABODY COAL CO	16076	74/07/19	1	74/07/19	10	3	USLX	45015
		HOPPER-HT	PEABODY COAL CO	16075	74/07/19	1	74/07/19	10	3	USLX	45016
		HOPPER-HT	PEABODY COAL CO	16073	74/07/19	1	74/07/19	10	3	USLX	45018
		HOPPER-HT	PEABODY COAL CO	16072	74/07/19	1	74/07/19	10	3	USLX	45019
		HOPPER-HT	PEABODY COAL CO	16071	74/07/19	1	74/07/19	10	3	USLX	45020
		HOPPER-HT	PEABODY COAL CO	16070	74/07/19	1	74/07/19	10	3	USLX	45021
		HOPPER-HT	PEABODY COAL CO	16066	74/07/19	1	74/07/19	10	3	USLX	45025
		HOPPER-HT	PEABODY COAL CO	16064	74/07/19	1	74/07/19	10	3	USLX	45027
		HOPPER-HT	PEABODY COAL CO	16062	74/07/19	1	74/07/19	10	3	USLX	45029
		HOPPER-HT	PEABODY COAL CO	16061	74/07/19	1	74/07/19	10	3	USLX	45030
		HOPPER-HT	PEABODY COAL CO	16060	74/07/19	1	74/07/19	10	3	USLX	45031
		HOPPER-HT	PEABODY COAL CO	16059	74/07/19	1	74/07/19	10	3	USLX	45032
		HOPPER-HT	PEABODY COAL CO	16058	74/07/19	1	74/07/19	10	3	USLX	45033
		HOPPER-HT	PEABODY COAL CO	16056	74/07/19	1	74/07/19	10	3	USLX	45035
		HOPPER-HT	PEABODY COAL CO	16055	74/07/19	1	74/07/19	10	3	USLX	45036
		HOPPER-HT	PEABODY COAL CO	16054	74/07/19	1	74/07/19	10	3	USLX	45037
		HOPPER-HT	PEABODY COAL CO	16053	74/07/19	1	74/07/19	10	3	USLX	45038
		HOPPER-HT	PEABODY COAL CO	16052	74/07/19	1	74/07/19	10	3	USLX	45039
		HOPPER-HT	PEABODY COAL CO	16051	74/07/19	1	74/07/19	10	3	USLX	45040
		HOPPER-HT	PEABODY COAL CO	16049	74/07/19	1	74/07/19	10	3	USLX	45042
		HOPPER-HT	PEABODY COAL CO	16047	74/07/19	1	74/07/19	10	3	USLX	45044
		HOPPER-HT	PEABODY COAL CO	16046	74/07/19	1	74/07/19	10	3	USLX	45045
		HOPPER-HT	PEABODY COAL CO	16045	74/07/19	1	74/07/19	10	3	USLX	45046
		HOPPER-HT	PEABODY COAL CO	16043	74/07/19	1	74/07/19	10	3	USLX	45048
		HOPPER-HT	PEABODY COAL CO	16042	74/07/19	1	74/07/19	10	3	USLX	45049
		HOPPER-HT	PEABODY COAL CO	16041	74/07/19	1	74/07/19	10	3	USLX	45050
		HOPPER-HT	PEABODY COAL CO	16040	74/07/19	1	74/07/19	10	3	USLX	45051
		HOPPER-HT	PEABODY COAL CO	16039	74/07/19	1	74/07/19	10	3	USLX	45052
		HOPPER-HT	PEABODY COAL CO	16038	74/07/19	1	74/07/19	10	3	USLX	45053
		HOPPER-HT	PEABODY COAL CO	16037	74/07/19	1	74/07/19	10	3	USLX	45054
		HOPPER-HT	PEABODY COAL CO	16036	74/07/19	1	74/07/19	10	3	USLX	45055
		HOPPER-HT	PEABODY COAL CO	16035	74/07/19	1	74/07/19	10	3	USLX	45056
		HOPPER-HT	PEABODY COAL CO	15992	74/07/19	1	74/07/19	10	3	USLX	45057
		HOPPER-HT	PEABODY COAL CO	15994	74/07/19	1	74/07/19	10	3	USLX	45059
		HOPPER-HT	PEABODY COAL CO	15995	74/07/19	1	74/07/19	10	3	USLX	45060
		HOPPER-HT	PEABODY COAL CO	15996	74/07/19	1	74/07/19	10	3	USLX	45061
		HOPPER-HT	PEABODY COAL CO	15997	74/07/19	1	74/07/19	10	3	USLX	45062
		HOPPER-HT	PEABODY COAL CO	15998	74/07/19	1	74/07/19	10	3	USLX	45063
		HOPPER-HT	PEABODY COAL CO	15999	74/07/19	1	74/07/19	10	3	USLX	45064
		HOPPER-HT	PEABODY COAL CO	16000	74/07/19	1	74/07/19	10	3	USLX	45065
		HOPPER-HT	PEABODY COAL CO	16003	74/07/19	1	74/07/19	10	3	USLX	45068
		HOPPER-HT	PEABODY COAL CO	16005	74/07/19	1	74/07/19	10	3	USLX	45070
		HOPPER-HT	PEABODY COAL CO	16006	74/07/19	1	74/07/19	10	3	USLX	45071

EXHIBIT B

COLLATERAL DELETIONS

JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	*	HOPPER-HT	PEABODY COAL CO	16007	74/07/19	1	74/07/19	10	3	USLX	45072
		HOPPER-HT	PEABODY COAL CO	16008	74/07/19	1	74/07/19	10	3	USLX	45073
		HOPPER-HT	PEABODY COAL CO	16010	74/07/19	1	74/07/19	10	3	USLX	45075
		HOPPER-HT	PEABODY COAL CO	16011	74/07/19	1	74/07/19	10	3	USLX	45076
		HOPPER-HT	PEABODY COAL CO	16012	74/07/19	1	74/07/19	10	3	USLX	45077
		HOPPER-HT	PEABODY COAL CO	16013	74/07/19	1	74/07/19	10	3	USLX	45078
		HOPPER-HT	PEABODY COAL CO	16015	74/07/19	1	74/07/19	10	3	USLX	45080
		HOPPER-HT	PEABODY COAL CO	16016	74/07/19	1	74/07/19	10	3	USLX	45081
		HOPPER-HT	PEABODY COAL CO	16017	74/07/19	1	74/07/19	10	3	USLX	45082
		HOPPER-HT	PEABODY COAL CO	16018	74/07/19	1	74/07/19	10	3	USLX	45083
		HOPPER-HT	PEABODY COAL CO	16020	74/07/19	1	74/07/19	10	3	USLX	45085
		HOPPER-HT	PEABODY COAL CO	16021	74/07/19	1	74/07/19	10	3	USLX	45086
		HOPPER-HT	PEABODY COAL CO	16022	74/07/19	1	74/07/19	10	3	USLX	45087
		HOPPER-HT	PEABODY COAL CO	16024	74/07/19	1	74/07/19	10	3	USLX	45089
		HOPPER-HT	PEABODY COAL CO	16026	74/07/19	1	74/07/19	10	3	USLX	45091
		HOPPER-HT	PEABODY COAL CO	16027	74/07/19	1	74/07/19	10	3	USLX	45092
		HOPPER-HT	PEABODY COAL CO	16028	74/07/19	1	74/07/19	10	3	USLX	45093
		HOPPER-HT	PEABODY COAL CO	16030	74/07/19	1	74/07/19	10	3	USLX	45095
		HOPPER-HT	PEABODY COAL CO	16031	74/07/19	1	74/07/19	10	3	USLX	45096
		HOPPER-HT	PEABODY COAL CO	16032	74/07/19	1	74/07/19	10	3	USLX	45097
		HOPPER-HT	PEABODY COAL CO	16033	74/07/19	1	74/07/19	10	3	USLX	45098
		HOPPER-HT	PEABODY COAL CO	16034	74/07/19	1	74/07/19	10	3	USLX	45099
N=75											
1533-01	*	COV HOP-LO	GEORGIA PACIFIC CORPORATION	16216	83/01/20	1	83/01/20	1	1	USLX	979
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16220	83/01/20	1	83/01/20	1	1	USLX	983
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16228	83/01/20	1	83/01/20	1	1	USLX	991
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16232	83/01/20	1	83/01/20	1	1	USLX	995
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16233	83/01/20	1	83/01/20	1	1	USLX	997
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16234	83/01/20	1	83/01/20	1	1	USLX	998
N=6											
1758-00	*	COV HOP-LO	LEASE POOL	16195	0/00/00	0	0/00/00	0	0	USLX	957
		COV HOP-LO	LEASE POOL	16198	0/00/00	0	0/00/00	0	0	USLX	960
		COV HOP-LO	LEASE POOL	16202	0/00/00	0	0/00/00	0	0	USLX	965
		COV HOP-LO	LEASE POOL	16204	0/00/00	0	0/00/00	0	0	USLX	967
		COV HOP-LO	LEASE POOL	16205	0/00/00	0	0/00/00	0	0	USLX	968
		COV HOP-LO	LEASE POOL	16206	0/00/00	0	0/00/00	0	0	USLX	969
		COV HOP-LO	LEASE POOL	16207	0/00/00	0	0/00/00	0	0	USLX	970
		COV HOP-LO	LEASE POOL	16208	0/00/00	0	0/00/00	0	0	USLX	971
		COV HOP-LO	LEASE POOL	16210	0/00/00	0	0/00/00	0	0	USLX	973
		COV HOP-LO	LEASE POOL	16211	0/00/00	0	0/00/00	0	0	USLX	974
N=10											

EXHIBIT B
COLLATERAL DELETIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1919-10	*	GONDOLA-GB	NASHVILLE & ASHLAND CITY RR	40902	81/04/21	2	81/04/21	15	0	NACR	100167
		GONDOLA-GB	NASHVILLE & ASHLAND CITY RR	40911	81/04/21	2	81/04/21	15	0	NACR	100176
		GONDOLA-GB	NASHVILLE & ASHLAND CITY RR	40912	81/04/21	2	81/04/21	15	0	NACR	100177
N=3											
1956-00	≠	TANK-210CI	LEASE POOL	40439	0/00/00	0	0/00/00	0	0	USLX	22006
N=1											
1973-00	≠	TANK-210CI	LEASE POOL	39543	0/00/00	0	0/00/00	0	0	USLX	21847
N=1											
1984-00	≠	TANK-210CI	LEASE POOL	37320	0/00/00	0	0/00/00	0	0	ERLX	102
N=1											
2023-10	*	COV HOP-LO	FERDINAND RAILROAD	15473	83/07/01	10	84/09/04	5	0	USLX	31128
N=1											
2060-33	*	COV HOP-LO	CANADIAN NATIONAL RAILWAY	20303	83/12/21	33	83/12/21	0	7	USLX	5904
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	25387	83/12/21	33	83/12/21	0	7	USLX	7814
N=2											
2060-34	*	COV HOP-LO	CANADIAN NATIONAL RAILWAY	13298	83/12/21	34	83/12/21	0	7	USEX	340
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	13293	83/12/21	34	83/12/21	0	7	USEX	345
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	13292	83/12/21	34	83/12/21	0	7	USEX	346
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	13289	83/12/21	34	83/12/21	0	7	USEX	349
N=4											
2065-01	≠	TANK-210CI	LEASE POOL	35617	0/00/00	0	0/00/00	0	0	USLX	21452
		TANK-210CI	LEASE POOL	35620	0/00/00	0	0/00/00	0	0	USLX	21455
N=2											
2067-02	*	TANK-210CI	BUNGE CORPORATION	41108	84/03/01	2	84/04/24	0	1	USLX	22099
N=1											

Total Collateral Deletions 01/85 = 107

Interstate Commerce Commission

Washington, D.C. 20423

2/28/85

OFFICE OF THE SECRETARY

Ronald M Neifield
Rosenthal & Schanfield
55 East Monroe St. Suite 4620
Chicago, Illinois 60603

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 2/28/85 at 3:10pm and assigned re-recordation number(s). 14059-FF & 14059-GG

Sincerely yours,

James H. Bayne

Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14059-FF Filed 1425

FEB 28 1985 -3 10 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of February, 1985, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent (herein called the "Agent").

W I T N E S S E T H :

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation No. 14059-S (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the "Lenders") a security interest in certain property of the Borrower (herein called the "Collateral");

WHEREAS, pursuant to the terms of Section 4.1(a) (iv) of the Security Agreement, the Borrower is required to execute and deliver this Amendment to the Security Agreement to and with the Agent.

NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

1. The reporting marks and lessees as to certain Cars (as defined in the Security Agreement) have changed, therefore the line items from Schedule 1 to the Security Agreement listed on Exhibit B hereto are hereby replaced by the line items on Exhibit A.

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

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

EVANS RAILCAR LEASING COMPANY

By: William M. Seyton
Vice President

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent

By:
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Jeanette C. Bennett a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that William B. Taylor 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 21st day of Jan., 1985.

Jeanette C. Bennett
Notary Public

My Commission Expires July 25, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Barbara A. Van Stensel a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that James R. Coulter 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 27th day of February, 1985.

Barbara A. Van Stensel
Notary Public

My Commission Expires July 25, 1987

LOT NUMBER	*	CAR TYPE***	LESSEE NAME **	INTERNAL I. D. NUMBER*	MASTER LEASE DATE **	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER**

Column headings on each of the following pages shall be deemed to be subject to the same footnotes as on this page.

* Appears on internal records of Borrower only.
** Subject to change from time to time.
*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

EXHIBIT A
COLLATERAL ADDITIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	*	HOPPER-HT	LEASE POOL	16091	0/00/00	0	0/00/00	0	0	USLX	45000
		HOPPER-HT	LEASE POOL	16090	0/00/00	0	0/00/00	0	0	USLX	45001
		HOPPER-HT	LEASE POOL	16087	0/00/00	0	0/00/00	0	0	USLX	45004
		HOPPER-HT	LEASE POOL	16086	0/00/00	0	0/00/00	0	0	USLX	45005
		HOPPER-HT	LEASE POOL	16085	0/00/00	0	0/00/00	0	0	USLX	45006
		HOPPER-HT	LEASE POOL	16084	0/00/00	0	0/00/00	0	0	USLX	45007
		HOPPER-HT	LEASE POOL	16083	0/00/00	0	0/00/00	0	0	USLX	45008
		HOPPER-HT	LEASE POOL	16080	0/00/00	0	0/00/00	0	0	USLX	45011
		HOPPER-HT	LEASE POOL	16079	0/00/00	0	0/00/00	0	0	USLX	45012
		HOPPER-HT	LEASE POOL	16078	0/00/00	0	0/00/00	0	0	USLX	45013
		HOPPER-HT	LEASE POOL	16076	0/00/00	0	0/00/00	0	0	USLX	45015
		HOPPER-HT	LEASE POOL	16075	0/00/00	0	0/00/00	0	0	USLX	45016
		HOPPER-HT	LEASE POOL	16073	0/00/00	0	0/00/00	0	0	USLX	45018
		HOPPER-HT	LEASE POOL	16072	0/00/00	0	0/00/00	0	0	USLX	45019
		HOPPER-HT	LEASE POOL	16071	0/00/00	0	0/00/00	0	0	USLX	45020
		HOPPER-HT	LEASE POOL	16070	0/00/00	0	0/00/00	0	0	USLX	45021
		HOPPER-HT	LEASE POOL	16066	0/00/00	0	0/00/00	0	0	USLX	45025
		HOPPER-HT	LEASE POOL	16064	0/00/00	0	0/00/00	0	0	USLX	45027
		HOPPER-HT	LEASE POOL	16062	0/00/00	0	0/00/00	0	0	USLX	45029
		HOPPER-HT	LEASE POOL	16061	0/00/00	0	0/00/00	0	0	USLX	45030
		HOPPER-HT	LEASE POOL	16060	0/00/00	0	0/00/00	0	0	USLX	45031
		HOPPER-HT	LEASE POOL	16059	0/00/00	0	0/00/00	0	0	USLX	45032
		HOPPER-HT	LEASE POOL	16058	0/00/00	0	0/00/00	0	0	USLX	45033
		HOPPER-HT	LEASE POOL	16056	0/00/00	0	0/00/00	0	0	USLX	45035
		HOPPER-HT	LEASE POOL	16055	0/00/00	0	0/00/00	0	0	USLX	45036
		HOPPER-HT	LEASE POOL	16054	0/00/00	0	0/00/00	0	0	USLX	45037
		HOPPER-HT	LEASE POOL	16053	0/00/00	0	0/00/00	0	0	USLX	45038
		HOPPER-HT	LEASE POOL	16052	0/00/00	0	0/00/00	0	0	USLX	45039
		HOPPER-HT	LEASE POOL	16051	0/00/00	0	0/00/00	0	0	USLX	45040
		HOPPER-HT	LEASE POOL	16049	0/00/00	0	0/00/00	0	0	USLX	45042
		HOPPER-HT	LEASE POOL	16047	0/00/00	0	0/00/00	0	0	USLX	45044
		HOPPER-HT	LEASE POOL	16046	0/00/00	0	0/00/00	0	0	USLX	45045
		HOPPER-HT	LEASE POOL	16045	0/00/00	0	0/00/00	0	0	USLX	45046
		HOPPER-HT	LEASE POOL	16043	0/00/00	0	0/00/00	0	0	USLX	45048
		HOPPER-HT	LEASE POOL	16042	0/00/00	0	0/00/00	0	0	USLX	45049
		HOPPER-HT	LEASE POOL	16041	0/00/00	0	0/00/00	0	0	USLX	45050
		HOPPER-HT	LEASE POOL	16040	0/00/00	0	0/00/00	0	0	USLX	45051
		HOPPER-HT	LEASE POOL	16039	0/00/00	0	0/00/00	0	0	USLX	45052
		HOPPER-HT	LEASE POOL	16038	0/00/00	0	0/00/00	0	0	USLX	45053
		HOPPER-HT	LEASE POOL	16037	0/00/00	0	0/00/00	0	0	USLX	45054
		HOPPER-HT	LEASE POOL	16034	0/00/00	0	0/00/00	0	0	USLX	45055
		HOPPER-HT	LEASE POOL	16035	0/00/00	0	0/00/00	0	0	USLX	45056
		HOPPER-HT	LEASE POOL	15992	0/00/00	0	0/00/00	0	0	USLX	45057
		HOPPER-HT	LEASE POOL	15994	0/00/00	0	0/00/00	0	0	USLX	45059
		HOPPER-HT	LEASE POOL	15995	0/00/00	0	0/00/00	0	0	USLX	45060
		HOPPER-HT	LEASE POOL	15996	0/00/00	0	0/00/00	0	0	USLX	45061
		HOPPER-HT	LEASE POOL	15997	0/00/00	0	0/00/00	0	0	USLX	45062
		HOPPER-HT	LEASE POOL	15998	0/00/00	0	0/00/00	0	0	USLX	45063
		HOPPER-HT	LEASE POOL	15999	0/00/00	0	0/00/00	0	0	USLX	45064
		HOPPER-HT	LEASE POOL	16000	0/00/00	0	0/00/00	0	0	USLX	45065
		HOPPER-HT	LEASE POOL	16003	0/00/00	0	0/00/00	0	0	USLX	45068
		HOPPER-HT	LEASE POOL	16005	0/00/00	0	0/00/00	0	0	USLX	45070
		HOPPER-HT	LEASE POOL	16006	0/00/00	0	0/00/00	0	0	USLX	45071

EXHIBIT A
COLLATERAL ADDITIONS
JANUARY 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	HOPPER-HT	LEASE POOL	16007	0/00/00	0	0/00/00	0	0	USLX	45072
	HOPPER-HT	LEASE POOL	16008	0/00/00	0	0/00/00	0	0	USLX	45073
	HOPPER-HT	LEASE POOL	16010	0/00/00	0	0/00/00	0	0	USLX	45075
	HOPPER-HT	LEASE POOL	16011	0/00/00	0	0/00/00	0	0	USLX	45076
	HOPPER-HT	LEASE POOL	16012	0/00/00	0	0/00/00	0	0	USLX	45077
	HOPPER-HT	LEASE POOL	16013	0/00/00	0	0/00/00	0	0	USLX	45078
	HOPPER-HT	LEASE POOL	16015	0/00/00	0	0/00/00	0	0	USLX	45080
	HOPPER-HT	LEASE POOL	16016	0/00/00	0	0/00/00	0	0	USLX	45081
	HOPPER-HT	LEASE POOL	16017	0/00/00	0	0/00/00	0	0	USLX	45082
	HOPPER-HT	LEASE POOL	16018	0/00/00	0	0/00/00	0	0	USLX	45083
	HOPPER-HT	LEASE POOL	16020	0/00/00	0	0/00/00	0	0	USLX	45085
	HOPPER-HT	LEASE POOL	16021	0/00/00	0	0/00/00	0	0	USLX	45086
	HOPPER-HT	LEASE POOL	16022	0/00/00	0	0/00/00	0	0	USLX	45087
	HOPPER-HT	LEASE POOL	16024	0/00/00	0	0/00/00	0	0	USLX	45089
	HOPPER-HT	LEASE POOL	16026	0/00/00	0	0/00/00	0	0	USLX	45091
	HOPPER-HT	LEASE POOL	16027	0/00/00	0	0/00/00	0	0	USLX	45092
	HOPPER-HT	LEASE POOL	16028	0/00/00	0	0/00/00	0	0	USLX	45093
	HOPPER-HT	LEASE POOL	16030	0/00/00	0	0/00/00	0	0	USLX	45095
	HOPPER-HT	LEASE POOL	16031	0/00/00	0	0/00/00	0	0	USLX	45096
	HOPPER-HT	LEASE POOL	16032	0/00/00	0	0/00/00	0	0	USLX	45097
	HOPPER-HT	LEASE POOL	16033	0/00/00	0	0/00/00	0	0	USLX	45098
	HOPPER-HT	LEASE POOL	16034	0/00/00	0	0/00/00	0	0	USLX	45099
N=75										
1533-01	COV HOP-LO	LEASE POOL	16214	0/00/00	0	0/00/00	0	0	USLX	979
	COV HOP-LO	LEASE POOL	16220	0/00/00	0	0/00/00	0	0	USLX	983
	COV HOP-LO	LEASE POOL	16228	0/00/00	0	0/00/00	0	0	USLX	991
	COV HOP-LO	LEASE POOL	16232	0/00/00	0	0/00/00	0	0	USLX	995
	COV HOP-LO	LEASE POOL	16233	0/00/00	0	0/00/00	0	0	USLX	997
	COV HOP-LO	LEASE POOL	16234	0/00/00	0	0/00/00	0	0	USLX	998
N=6										
2034-02	COV HOP-LO	LEASE POOL	15473	0/00/00	0	0/00/00	0	0	USLX	31128
N=1										
2060-34	COV HOP-LO	LEASE POOL	13298	0/00/00	0	0/00/00	0	0	USEX	340
N=1										
2067-02	TANK-210CI	LEASE POOL	41108	0/00/00	0	0/00/00	0	0	USLX	22099
N=1										

E X H I B I T A
COLLATERAL ADDITIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2083-03	*	TANK-210CI	PROCTER & GAMBLE MFG CO	37320	84/07/11	3	84/11/27	3	0	ERLX	102
		TANK-210CI	PROCTER & GAMBLE MFG CO	40639	84/07/11	3	84/11/27	3	0	USLX	22006
N=2											
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	NACR	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	NACR	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40912	84/09/01	1	84/09/01	1	0	NACR	100177
N=3											
2088-02	*	COV HOP-LO	CANADIAN PACIFIC LTD	13293	84/08/01	2	84/08/01	1	0	USEX	345
		COV HOP-LO	CANADIAN PACIFIC LTD	13292	84/08/01	2	84/08/01	1	0	USEX	346
		COV HOP-LO	CANADIAN PACIFIC LTD	13289	84/08/01	2	84/08/01	1	0	USEX	349
N=3											
2093-01	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	20303	84/09/17	1	84/09/17	5	3	IAIS	104
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	25397	84/09/17	1	84/09/17	5	3	IAIS	151
N=2											
2099-01	*	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16195	84/10/30	1	84/10/30	3	0	USLX	957
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16198	84/10/30	1	84/10/30	3	0	USLX	960
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16202	84/10/30	1	84/10/30	3	0	USLX	965
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16204	84/10/30	1	84/10/30	3	0	USLX	967
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16205	84/10/30	1	84/10/30	3	0	USLX	968
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16206	84/10/30	1	84/10/30	3	0	USLX	969
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16207	84/10/30	1	84/10/30	3	0	USLX	970
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16208	84/10/30	1	84/10/30	3	0	USLX	971
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16210	84/10/30	1	84/10/30	3	0	USLX	973
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16211	84/10/30	1	84/10/30	3	0	USLX	974
N=10											
2102-01	*	TANK-210CI	REICHHOLD CHEMICALS, INC	35417	84/11/20	1	84/11/20	1	0	USLX	21452
		TANK-210CI	REICHHOLD CHEMICALS, INC	35420	84/11/20	1	84/11/20	1	0	USLX	21455
		TANK-210CI	REICHHOLD CHEMICALS, INC	39543	84/11/20	1	84/11/20	1	0	USLX	21847
N=3											

Total Collateral Additions 01/85 = 107

EXHIBIT B
COLLATERAL DELETIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	*	HOPPER-HT	PEABODY COAL CO	16091	74/07/19	1	74/07/19	10	3	USLX	45000
		HOPPER-HT	PEABODY COAL CO	16090	74/07/19	1	74/07/19	10	3	USLX	45001
		HOPPER-HT	PEABODY COAL CO	16087	74/07/19	1	74/07/19	10	3	USLX	45004
		HOPPER-HT	PEABODY COAL CO	16086	74/07/19	1	74/07/19	10	3	USLX	45005
		HOPPER-HT	PEABODY COAL CO	16085	74/07/19	1	74/07/19	10	3	USLX	45006
		HOPPER-HT	PEABODY COAL CO	16084	74/07/19	1	74/07/19	10	3	USLX	45007
		HOPPER-HT	PEABODY COAL CO	16083	74/07/19	1	74/07/19	10	3	USLX	45008
		HOPPER-HT	PEABODY COAL CO	16080	74/07/19	1	74/07/19	10	3	USLX	45011
		HOPPER-HT	PEABODY COAL CO	16079	74/07/19	1	74/07/19	10	3	USLX	45012
		HOPPER-HT	PEABODY COAL CO	16078	74/07/19	1	74/07/19	10	3	USLX	45013
		HOPPER-HT	PEABODY COAL CO	16076	74/07/19	1	74/07/19	10	3	USLX	45015
		HOPPER-HT	PEABODY COAL CO	16075	74/07/19	1	74/07/19	10	3	USLX	45016
		HOPPER-HT	PEABODY COAL CO	16073	74/07/19	1	74/07/19	10	3	USLX	45018
		HOPPER-HT	PEABODY COAL CO	16072	74/07/19	1	74/07/19	10	3	USLX	45019
		HOPPER-HT	PEABODY COAL CO	16071	74/07/19	1	74/07/19	10	3	USLX	45020
		HOPPER-HT	PEABODY COAL CO	16070	74/07/19	1	74/07/19	10	3	USLX	45021
		HOPPER-HT	PEABODY COAL CO	16066	74/07/19	1	74/07/19	10	3	USLX	45025
		HOPPER-HT	PEABODY COAL CO	16064	74/07/19	1	74/07/19	10	3	USLX	45027
		HOPPER-HT	PEABODY COAL CO	16062	74/07/19	1	74/07/19	10	3	USLX	45029
		HOPPER-HT	PEABODY COAL CO	16061	74/07/19	1	74/07/19	10	3	USLX	45030
		HOPPER-HT	PEABODY COAL CO	16060	74/07/19	1	74/07/19	10	3	USLX	45031
		HOPPER-HT	PEABODY COAL CO	16059	74/07/19	1	74/07/19	10	3	USLX	45032
		HOPPER-HT	PEABODY COAL CO	16058	74/07/19	1	74/07/19	10	3	USLX	45033
		HOPPER-HT	PEABODY COAL CO	16056	74/07/19	1	74/07/19	10	3	USLX	45035
		HOPPER-HT	PEABODY COAL CO	16055	74/07/19	1	74/07/19	10	3	USLX	45036
		HOPPER-HT	PEABODY COAL CO	16054	74/07/19	1	74/07/19	10	3	USLX	45037
		HOPPER-HT	PEABODY COAL CO	16053	74/07/19	1	74/07/19	10	3	USLX	45038
		HOPPER-HT	PEABODY COAL CO	16052	74/07/19	1	74/07/19	10	3	USLX	45039
		HOPPER-HT	PEABODY COAL CO	16051	74/07/19	1	74/07/19	10	3	USLX	45040
		HOPPER-HT	PEABODY COAL CO	16049	74/07/19	1	74/07/19	10	3	USLX	45042
		HOPPER-HT	PEABODY COAL CO	16047	74/07/19	1	74/07/19	10	3	USLX	45044
		HOPPER-HT	PEABODY COAL CO	16046	74/07/19	1	74/07/19	10	3	USLX	45045
		HOPPER-HT	PEABODY COAL CO	16045	74/07/19	1	74/07/19	10	3	USLX	45046
		HOPPER-HT	PEABODY COAL CO	16043	74/07/19	1	74/07/19	10	3	USLX	45048
		HOPPER-HT	PEABODY COAL CO	16042	74/07/19	1	74/07/19	10	3	USLX	45049
		HOPPER-HT	PEABODY COAL CO	16041	74/07/19	1	74/07/19	10	3	USLX	45050
		HOPPER-HT	PEABODY COAL CO	16040	74/07/19	1	74/07/19	10	3	USLX	45051
		HOPPER-HT	PEABODY COAL CO	16039	74/07/19	1	74/07/19	10	3	USLX	45052
		HOPPER-HT	PEABODY COAL CO	16038	74/07/19	1	74/07/19	10	3	USLX	45053
		HOPPER-HT	PEABODY COAL CO	16037	74/07/19	1	74/07/19	10	3	USLX	45054
		HOPPER-HT	PEABODY COAL CO	16034	74/07/19	1	74/07/19	10	3	USLX	45055
		HOPPER-HT	PEABODY COAL CO	16035	74/07/19	1	74/07/19	10	3	USLX	45056
		HOPPER-HT	PEABODY COAL CO	15992	74/07/19	1	74/07/19	10	3	USLX	45057
		HOPPER-HT	PEABODY COAL CO	15994	74/07/19	1	74/07/19	10	3	USLX	45059
		HOPPER-HT	PEABODY COAL CO	15995	74/07/19	1	74/07/19	10	3	USLX	45060
		HOPPER-HT	PEABODY COAL CO	15996	74/07/19	1	74/07/19	10	3	USLX	45061
		HOPPER-HT	PEABODY COAL CO	15997	74/07/19	1	74/07/19	10	3	USLX	45062
		HOPPER-HT	PEABODY COAL CO	15998	74/07/19	1	74/07/19	10	3	USLX	45063
		HOPPER-HT	PEABODY COAL CO	15999	74/07/19	1	74/07/19	10	3	USLX	45064
		HOPPER-HT	PEABODY COAL CO	16000	74/07/19	1	74/07/19	10	3	USLX	45065
		HOPPER-HT	PEABODY COAL CO	16003	74/07/19	1	74/07/19	10	3	USLX	45068
		HOPPER-HT	PEABODY COAL CO	16005	74/07/19	1	74/07/19	10	3	USLX	45070
		HOPPER-HT	PEABODY COAL CO	16006	74/07/19	1	74/07/19	10	3	USLX	45071

EXHIBIT B

COLLATERAL DELETIONS

JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1342-00	*	HOPPER-HT	PEABODY COAL CO	16007	74/07/19	1	74/07/19	10	3	USLX	45072
		HOPPER-HT	PEABODY COAL CO	16008	74/07/19	1	74/07/19	10	3	USLX	45073
		HOPPER-HT	PEABODY COAL CO	16010	74/07/19	1	74/07/19	10	3	USLX	45075
		HOPPER-HT	PEABODY COAL CO	16011	74/07/19	1	74/07/19	10	3	USLX	45076
		HOPPER-HT	PEABODY COAL CO	16012	74/07/19	1	74/07/19	10	3	USLX	45077
		HOPPER-HT	PEABODY COAL CO	16013	74/07/19	1	74/07/19	10	3	USLX	45078
		HOPPER-HT	PEABODY COAL CO	16015	74/07/19	1	74/07/19	10	3	USLX	45080
		HOPPER-HT	PEABODY COAL CO	16016	74/07/19	1	74/07/19	10	3	USLX	45081
		HOPPER-HT	PEABODY COAL CO	16017	74/07/19	1	74/07/19	10	3	USLX	45082
		HOPPER-HT	PEABODY COAL CO	16018	74/07/19	1	74/07/19	10	3	USLX	45083
		HOPPER-HT	PEABODY COAL CO	16020	74/07/19	1	74/07/19	10	3	USLX	45085
		HOPPER-HT	PEABODY COAL CO	16021	74/07/19	1	74/07/19	10	3	USLX	45086
		HOPPER-HT	PEABODY COAL CO	16022	74/07/19	1	74/07/19	10	3	USLX	45087
		HOPPER-HT	PEABODY COAL CO	16024	74/07/19	1	74/07/19	10	3	USLX	45089
		HOPPER-HT	PEABODY COAL CO	16026	74/07/19	1	74/07/19	10	3	USLX	45091
		HOPPER-HT	PEABODY COAL CO	16027	74/07/19	1	74/07/19	10	3	USLX	45092
		HOPPER-HT	PEABODY COAL CO	16028	74/07/19	1	74/07/19	10	3	USLX	45093
		HOPPER-HT	PEABODY COAL CO	16030	74/07/19	1	74/07/19	10	3	USLX	45095
		HOPPER-HT	PEABODY COAL CO	16031	74/07/19	1	74/07/19	10	3	USLX	45096
		HOPPER-HT	PEABODY COAL CO	16032	74/07/19	1	74/07/19	10	3	USLX	45097
		HOPPER-HT	PEABODY COAL CO	16033	74/07/19	1	74/07/19	10	3	USLX	45098
		HOPPER-HT	PEABODY COAL CO	16034	74/07/19	1	74/07/19	10	3	USLX	45099
N=75											
1533-01	*	COV HOP-LO	GEORGIA PACIFIC CORPORATION	16216	83/01/20	1	83/01/20	1	1	USLX	979
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16220	83/01/20	1	83/01/20	1	1	USLX	983
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16228	83/01/20	1	83/01/20	1	1	USLX	991
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16232	83/01/20	1	83/01/20	1	1	USLX	995
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16233	83/01/20	1	83/01/20	1	1	USLX	997
		COV HOP-LO	GEORGIA PACIFIC CORPORATION	16234	83/01/20	1	83/01/20	1	1	USLX	998
N=6											
1758-00	*	COV HOP-LO	LEASE POOL	16195	0/00/00	0	0/00/00	0	0	USLX	957
		COV HOP-LO	LEASE POOL	16198	0/00/00	0	0/00/00	0	0	USLX	960
		COV HOP-LO	LEASE POOL	16202	0/00/00	0	0/00/00	0	0	USLX	965
		COV HOP-LO	LEASE POOL	16204	0/00/00	0	0/00/00	0	0	USLX	967
		COV HOP-LO	LEASE POOL	16205	0/00/00	0	0/00/00	0	0	USLX	968
		COV HOP-LO	LEASE POOL	16206	0/00/00	0	0/00/00	0	0	USLX	969
		COV HOP-LO	LEASE POOL	16207	0/00/00	0	0/00/00	0	0	USLX	970
		COV HOP-LO	LEASE POOL	16208	0/00/00	0	0/00/00	0	0	USLX	971
		COV HOP-LO	LEASE POOL	16210	0/00/00	0	0/00/00	0	0	USLX	973
		COV HOP-LO	LEASE POOL	16211	0/00/00	0	0/00/00	0	0	USLX	974
N=10											

E X H I B I T B
COLLATERAL DELETIONS
JANUARY 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1919-10	*	GONDOLA-GB	NASHVILLE & ASHLAND CITY RR	40902	81/04/21	2	81/04/21	15	0	NACR	100167
		GONDOLA-GB	NASHVILLE & ASHLAND CITY RR	40911	81/04/21	2	81/04/21	15	0	NACR	100176
		GONDOLA-GB	NASHVILLE & ASHLAND CITY RR	40912	81/04/21	2	81/04/21	15	0	NACR	100177
N=3											
1956-00	#	TANK-210CI	LEASE POOL	40638	0/00/00	0	0/00/00	0	0	USLX	22006
N=1											
1973-00	#	TANK-210CI	LEASE POOL	39543	0/00/00	0	0/00/00	0	0	USLX	21847
N=1											
1984-00	#	TANK-210CI	LEASE POOL	37320	0/00/00	0	0/00/00	0	0	ERLX	102
N=1											
2023-10	*	COV HOP-LO	FERDINAND RAILROAD	15473	83/07/01	10	84/09/04	5	0	USLX	31128
N=1											
2060-33	*	COV HOP-LO	CANADIAN NATIONAL RAILWAY	20303	83/12/21	33	83/12/21	0	7	USLX	5904
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	25397	83/12/21	33	83/12/21	0	7	USLX	7814
N=2											
2060-34	*	COV HOP-LO	CANADIAN NATIONAL RAILWAY	13299	83/12/21	34	83/12/21	0	7	USEX	340
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	13293	83/12/21	34	83/12/21	0	7	USEX	345
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	13292	83/12/21	34	83/12/21	0	7	USEX	346
		COV HOP-LO	CANADIAN NATIONAL RAILWAY	13289	83/12/21	34	83/12/21	0	7	USEX	349
N=4											
2065-01	#	TANK-210CI	LEASE POOL	35617	0/00/00	0	0/00/00	0	0	USLX	21452
		TANK-210CI	LEASE POOL	35620	0/00/00	0	0/00/00	0	0	USLX	21455
N=2											
2067-02	*	TANK-210CI	BUNGE CORPORATION	41108	84/03/01	2	84/04/24	0	1	USLX	22099
N=1											

Total Collateral Deletions 01/85 = 107