AN AFFILIATE OF
EVANS
PRODUCTS COMPANY

EVANS RAILCAR LEASING COMPANY

Executive Offices
The East Tower, Suite 900 • 2550 Golf Road • Rolling Meadows, IL 60008 • 312/640-7000

14059-CCC

14059 CCC

Recordation No. ..... Filed 1425

APR 25 1986 10 30 AM

INTERSTATE COMMERCE COMMISSION

November 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 November 1, 1985. The parties to the Amendment are:

Debtor:	Evans Railcar Leasing Company The East Tower, Suite 900 2550 Golf Road Rolling Meadows, Illinois 60008
Secured Party:	Manufacturers Hanover Trust Company, as Agent 270 Park Avenue New York, New York 10017

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. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

Assistant Secretary

Enclosures

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
1542-16	* TANK-210CI	LEASE POOL	41132	0/00/00	0	0/00/00	0	0	USLX	22123
N=1										
1605-18	* TANK-210CI	ALLIED CHEMICAL CORPORATION	42319	78/03/22	18	85/10/01	1	0	USLX	22304
	TANK-210CI	ALLIED CHEMICAL CORPORATION	42300	78/03/22	18	85/10/01	1	0	USLX	22305
N=2										
1775-08	* TANK-210CI	LEASE POOL	37302	0/00/00	0	0/00/00	0	0	USLX	21670
	TANK-210CI	LEASE POOL	39534	0/00/00	0	0/00/00	0	0	USLX	21838
N=2										
1802-04	* COV HOP-LO	LEASE POOL	16209	0/00/00	0	0/00/00	0	0	USLX	972
	COV HOP-LO	LEASE POOL	16214	0/00/00	0	0/00/00	0	0	USLX	977
	COV HOP-LO	LEASE POOL	16225	0/00/00	0	0/00/00	0	0	USLX	988
	COV HOP-LO	LEASE POOL	16235	0/00/00	0	0/00/00	0	0	USLX	999
N=4										
1885-00	* REFRIG-RBL	LEASE POOL	17057	0/00/00	0	0/00/00	0	0	USLX	208
N=1										
1983-03	* BOX-XLI	ILLINOIS CENTRAL GULF RR	39396	82/07/30	3	85/04/29	1	0	ICG	151491
N=1										
2023-11	* GONDOLA-GB	FERDINAND RAILROAD	40665	83/07/01	11	85/08/07	0	1	FRDN	41101
	GONDOLA-GB	FERDINAND RAILROAD	40671	83/07/01	11	85/08/07	0	1	FRDN	41102
	GONDOLA-GB	FERDINAND RAILROAD	40672	83/07/01	11	85/08/07	0	1	FRDN	41103
	GONDOLA-GB	FERDINAND RAILROAD	40937	83/07/01	11	85/08/07	0	1	FRDN	41105
	GONDOLA-GB	FERDINAND RAILROAD	40659	83/07/01	11	85/08/07	0	1	FRDN	41108
	GONDOLA-GB	FERDINAND RAILROAD	40690	83/07/01	11	85/08/07	0	1	FRDN	41113
	GONDOLA-GB	FERDINAND RAILROAD	40682	83/07/01	11	85/08/07	0	1	FRDN	41114
	GONDOLA-GB	FERDINAND RAILROAD	40938	83/07/01	11	85/08/07	0	1	FRDN	41115
	GONDOLA-GB	FERDINAND RAILROAD	40949	83/07/01	11	85/08/07	0	1	FRDN	41116
	GONDOLA-GB	FERDINAND RAILROAD	40677	83/07/01	11	85/08/07	0	1	FRDN	41117
	GONDOLA-GB	FERDINAND RAILROAD	40906	83/07/01	11	85/08/07	0	1	FRDN	41118
	GONDOLA-GB	FERDINAND RAILROAD	40948	83/07/01	11	85/08/07	0	1	FRDN	41119
	GONDOLA-GB	FERDINAND RAILROAD	40919	83/07/01	11	85/08/07	0	1	FRDN	41120
	GONDOLA-GB	FERDINAND RAILROAD	40678	83/07/01	11	85/08/07	0	1	FRDN	41121
	GONDOLA-GB	FERDINAND RAILROAD	40652	83/07/01	11	85/08/07	0	1	FRDN	41122
	GONDOLA-GB	FERDINAND RAILROAD	40944	83/07/01	11	85/08/07	0	1	FRDN	41124
	GONDOLA-GB	FERDINAND RAILROAD	40971	83/07/01	11	85/08/07	0	1	FRDN	41125
	GONDOLA-GB	FERDINAND RAILROAD	40974	83/07/01	11	85/08/07	0	1	FRDN	41126

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2023-11	*	GONDOLA-GB	FERDINAND RAILROAD	40969	83/07/01	11	85/08/07	0	1	FRDN	41127
		GONDOLA-GB	FERDINAND RAILROAD	40935	83/07/01	11	85/08/07	0	1	FRDN	41131
		GONDOLA-GB	FERDINAND RAILROAD	40968	83/07/01	11	85/08/07	0	1	FRDN	41132
		GONDOLA-GB	FERDINAND RAILROAD	40939	83/07/01	11	85/08/07	0	1	FRDN	41133
		GONDOLA-GB	FERDINAND RAILROAD	40958	83/07/01	11	85/08/07	0	1	FRDN	41134
		GONDOLA-GB	FERDINAND RAILROAD	40959	83/07/01	11	85/08/07	0	1	FRDN	41135
		GONDOLA-GB	FERDINAND RAILROAD	40647	83/07/01	11	85/08/07	0	1	FRDN	41136
		GONDOLA-GB	FERDINAND RAILROAD	40644	83/07/01	11	85/08/07	0	1	FRDN	41137
		GONDOLA-GB	FERDINAND RAILROAD	40670	83/07/01	11	85/08/07	0	1	FRDN	41138
		GONDOLA-GB	FERDINAND RAILROAD	40699	83/07/01	11	85/08/07	0	1	FRDN	41139
		GONDOLA-GB	FERDINAND RAILROAD	40897	83/07/01	11	85/08/07	0	1	FRDN	41141
		GONDOLA-GB	FERDINAND RAILROAD	40907	83/07/01	11	85/08/07	0	1	FRDN	41143
		GONDOLA-GB	FERDINAND RAILROAD	40910	83/07/01	11	85/08/07	0	1	FRDN	41144
		GONDOLA-GB	FERDINAND RAILROAD	40942	83/07/01	11	85/08/07	0	1	FRDN	41145
		GONDOLA-GB	FERDINAND RAILROAD	40666	83/07/01	11	85/08/07	0	1	FRDN	41146
		GONDOLA-GB	FERDINAND RAILROAD	40657	83/07/01	11	85/08/07	0	1	FRDN	41147
		GONDOLA-GB	FERDINAND RAILROAD	40908	83/07/01	11	85/08/07	0	1	FRDN	41148
		GONDOLA-GB	FERDINAND RAILROAD	40929	83/07/01	11	85/08/07	0	1	FRDN	41150
		GONDOLA-GB	FERDINAND RAILROAD	40927	83/07/01	11	85/08/07	0	1	FRDN	41151
		GONDOLA-GB	FERDINAND RAILROAD	40986	83/07/01	11	85/08/07	0	1	FRDN	41152
		GONDOLA-GB	FERDINAND RAILROAD	40961	83/07/01	11	85/08/07	0	1	FRDN	41153
		GONDOLA-GB	FERDINAND RAILROAD	40960	83/07/01	11	85/08/07	0	1	FRDN	41154
		GONDOLA-GB	FERDINAND RAILROAD	40973	83/07/01	11	85/08/07	0	1	FRDN	41158
		GONDOLA-GB	FERDINAND RAILROAD	40940	83/07/01	11	85/08/07	0	1	FRDN	41159
		GONDOLA-GB	FERDINAND RAILROAD	40673	83/07/01	11	85/08/07	0	1	FRDN	41160
		GONDOLA-GB	FERDINAND RAILROAD	40964	83/07/01	11	85/08/07	0	1	FRDN	41161
		GONDOLA-GB	FERDINAND RAILROAD	40983	83/07/01	11	85/08/07	0	1	FRDN	41163
		GONDOLA-GB	FERDINAND RAILROAD	41033	83/07/01	11	85/08/07	0	1	FRDN	41165
		GONDOLA-GB	FERDINAND RAILROAD	42055	83/07/01	11	85/08/07	0	1	FRDN	41167
		GONDOLA-GB	FERDINAND RAILROAD	41014	83/07/01	11	85/08/07	0	1	FRDN	41170
		GONDOLA-GB	FERDINAND RAILROAD	41013	83/07/01	11	85/08/07	0	1	FRDN	41171
		GONDOLA-GB	FERDINAND RAILROAD	41012	83/07/01	11	85/08/07	0	1	FRDN	41172
		GONDOLA-GB	FERDINAND RAILROAD	41007	83/07/01	11	85/08/07	0	1	FRDN	41174
		GONDOLA-GB	FERDINAND RAILROAD	40966	83/07/01	11	85/08/07	0	1	FRDN	41176
		GONDOLA-GB	FERDINAND RAILROAD	40978	83/07/01	11	85/08/07	0	1	FRDN	41177
		GONDOLA-GB	FERDINAND RAILROAD	40996	83/07/01	11	85/08/07	0	1	FRDN	41178
		GONDOLA-GB	FERDINAND RAILROAD	40979	83/07/01	11	85/08/07	0	1	FRDN	41179
		GONDOLA-GB	FERDINAND RAILROAD	40975	83/07/01	11	85/08/07	0	1	FRDN	41180
		GONDOLA-GB	FERDINAND RAILROAD	41021	83/07/01	11	85/08/07	0	1	FRDN	41182
		GONDOLA-GB	FERDINAND RAILROAD	40970	83/07/01	11	85/08/07	0	1	FRDN	41184
		GONDOLA-GB	FERDINAND RAILROAD	41026	83/07/01	11	85/08/07	0	1	FRDN	41185
		GONDOLA-GB	FERDINAND RAILROAD	41027	83/07/01	11	85/08/07	0	1	FRDN	41186
		GONDOLA-GB	FERDINAND RAILROAD	41028	83/07/01	11	85/08/07	0	1	FRDN	41187
		GONDOLA-GB	FERDINAND RAILROAD	41029	83/07/01	11	85/08/07	0	1	FRDN	41188
		GONDOLA-GB	FERDINAND RAILROAD	41023	83/07/01	11	85/08/07	0	1	FRDN	41190
		GONDOLA-GB	FERDINAND RAILROAD	40993	83/07/01	11	85/08/07	0	1	FRDN	41192
		GONDOLA-GB	FERDINAND RAILROAD	41015	83/07/01	11	85/08/07	0	1	FRDN	41193
		GONDOLA-GB	FERDINAND RAILROAD	40976	83/07/01	11	85/08/07	0	1	FRDN	41194
		GONDOLA-GB	FERDINAND RAILROAD	37835	83/07/01	11	85/08/07	0	1	FRDN	41195
		GONDOLA-GB	FERDINAND RAILROAD	37848	83/07/01	11	85/08/07	0	1	FRDN	41196
		GONDOLA-GB	FERDINAND RAILROAD	37850	83/07/01	11	85/08/07	0	1	FRDN	41197
		GONDOLA-GB	FERDINAND RAILROAD	37890	83/07/01	11	85/08/07	0	1	FRDN	41199

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2023-11	* GONDOLA-GB	FERDINAND RAILROAD	37892	83/07/01	11	85/08/07	0	1	FRDN	41200
	GONDOLA-GB	FERDINAND RAILROAD	37894	83/07/01	11	85/08/07	0	1	FRDN	41202
	GONDOLA-GB	FERDINAND RAILROAD	37896	83/07/01	11	85/08/07	0	1	FRDN	41203
	GONDOLA-GB	FERDINAND RAILROAD	37898	83/07/01	11	85/08/07	0	1	FRDN	41204
	GONDOLA-GB	FERDINAND RAILROAD	37899	83/07/01	11	85/08/07	0	1	FRDN	41205
	GONDOLA-GB	FERDINAND RAILROAD	37901	83/07/01	11	85/08/07	0	1	FRDN	41206
	GONDOLA-GB	FERDINAND RAILROAD	37904	83/07/01	11	85/08/07	0	1	FRDN	41209
N=77										
2032-01	* COV HOP-LO	MARYLAND MIDLAND RAILROAD	41554	83/07/07	1	83/07/07	15	0	MMID	3398
N=1										
2042-81	* BOX-XM	PEORIA PEKIN UNION RAILWAY COMPANY	40256	83/08/23	1	85/09/17	0	1	USLX	7007
	BOX-XM	PEORIA PEKIN UNION RAILWAY COMPANY	40269	83/08/23	1	85/09/17	0	1	USLX	7008
	BOX-XM	PEORIA PEKIN UNION RAILWAY COMPANY	40275	83/08/23	1	85/09/17	0	1	USLX	7009
N=3										

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2045-02	*	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40990	83/09/12	2	85/04/29	1	0	FRDN	41191
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40913	83/09/12	2	85/04/29	1	0	FRDN	41107
N= 2											
2065-03	#	TANK-210CI	LEASE POOL	39628	0/00/00	0	0/00/00	0	0	USLX	21980
N=1											
2067-05	*	TANK-210CI	BUNGE CORPORATION	39525	84/03/01	5	85/09/11	0	1	USLX	21829
		TANK-210CI	BUNGE CORPORATION	39527	84/03/01	5	85/09/11	0	1	USLX	21831
		TANK-210CI	BUNGE CORPORATION	39528	84/03/01	5	85/09/11	0	1	USLX	21832
		TANK-210CI	BUNGE CORPORATION	39546	84/03/01	5	85/09/11	0	1	USLX	21850
		TANK-210CI	BUNGE CORPORATION	41139	84/03/01	5	85/09/11	0	1	USLX	22130
		TANK-210CI	BUNGE CORPORATION	41141	84/03/01	5	85/09/11	0	1	USLX	22132
		TANK-210CI	BUNGE CORPORATION	41146	84/03/01	5	85/09/11	0	1	USLX	22137
		TANK-210CI	BUNGE CORPORATION	41148	84/03/01	5	85/09/11	0	1	USLX	22139
		TANK-210CI	BUNGE CORPORATION	41149	84/03/01	5	85/09/11	0	1	USLX	22140
		TANK-210CI	BUNGE CORPORATION	41156	84/03/01	5	85/09/11	0	1	USLX	22147
		TANK-210CI	BUNGE CORPORATION	41186	84/03/01	5	85/09/11	0	1	USLX	22177
		TANK-210CI	BUNGE CORPORATION	41198	84/03/01	5	85/09/11	0	1	USLX	22189
		TANK-210CI	BUNGE CORPORATION	41504	84/03/01	5	85/09/11	0	1	USLX	22201
		TANK-210CI	BUNGE CORPORATION	41531	84/03/01	5	85/09/11	0	1	USLX	22228
N=14											
2077-03	*	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	18141	84/05/31	3	85/08/05	0	4	USLX	10380
		REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	18133	84/05/31	3	85/08/05	0	4	USLX	10389
N=2											
2090-03	#	REFRIG-RBL	LEASE POOL	17622	0/00/00	0	0/00/00	0	0	USLX	10088
		REFRIG-RBL	LEASE POOL	17630	0/00/00	0	0/00/00	0	0	USLX	10127
		REFRIG-RBL	LEASE POOL	17631	0/00/00	0	0/00/00	0	0	USLX	10129
		REFRIG-RBL	LEASE POOL	17637	0/00/00	0	0/00/00	0	0	USLX	10144
N=4											

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2093-03	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	23864	85/04/22	3	85/10/22	0	1	USLX	4804
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	20306	85/04/22	3	85/10/22	0	1	USLX	5903
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	24172	85/04/22	3	85/10/22	0	1	USLX	7520
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	24175	85/04/22	3	85/10/22	0	1	USLX	7524
N=4											
2093-04	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13297	85/04/22	4	85/10/04	0	1	USEX	341
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13295	85/04/22	4	85/10/04	0	1	USEX	343
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13294	85/04/22	4	85/10/04	0	1	USEX	344
N=3											
2100-03	*	TANK-210CI	CIBA-GEIGY CORPORATION	42304	84/11/08	3	85/09/16	0	3	USLX	22309
N=1											
2111-01	*	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40951	85/05/02	1	85/05/02	0	6	IANR	330
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40898	85/05/02	1	85/05/02	0	6	IANR	342
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40985	85/05/02	1	85/05/02	0	6	IANR	364
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41008	85/05/02	1	85/05/02	0	6	IANR	378
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41031	85/05/02	1	85/05/02	0	6	IANR	389
N=5											
2114-01	*	COV HOP-LO	LONE STAR INDUSTRIES INC	41819	85/05/21	1	85/05/21	2	0	USLX	1625
N=1											
2117-01	*	FMS COIL	IOWA INTERSTATE RAILROAD CO	16599	85/06/17	1	85/06/17	10	0	IAIS	12000
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16631	85/06/17	1	85/06/17	10	0	IAIS	12001
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16614	85/06/17	1	85/06/17	10	0	IAIS	12002
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16597	85/06/17	1	85/06/17	10	0	IAIS	12003
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16616	85/06/17	1	85/06/17	10	0	IAIS	12004
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16628	85/06/17	1	85/06/17	10	0	IAIS	12005
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16585	85/06/17	1	85/06/17	10	0	IAIS	12006
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16618	85/06/17	1	85/06/17	10	0	IAIS	12007
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16589	85/06/17	1	85/06/17	10	0	IAIS	12008
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16600	85/06/17	1	85/06/17	10	0	IAIS	12009
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16622	85/06/17	1	85/06/17	10	0	IAIS	12010
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16601	85/06/17	1	85/06/17	10	0	IAIS	12011
N=12											

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2122-01	*	COV HOP-LO	POLYSAR INCORPORATED RESIN DIVISION	42320	85/07/29	1	85/07/29	1	0	EELX	60030
N=1											
2124-01	*	TANK-210CI	HONEYMEAD PRODUCTS CO	41508	85/08/02	1	85/08/02	3	1	USLX	22205
		TANK-210CI	HONEYMEAD PRODUCTS CO	41509	85/08/02	1	85/08/02	3	1	USLX	22206
N=2											
2128-01	*	GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37905	85/08/29	1	85/08/29	3	0	BJRY	643
		GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37907	85/08/29	1	85/08/29	3	0	BJRY	645
N=2											
2132-01	*	TANK-210CI	CHICAGO, WEST PULLMAN & SOUTHERN RR	39544	85/09/26	1	85/09/26	1	0	USLX	21848
		TANK-210CI	CHICAGO, WEST PULLMAN & SOUTHERN RR	39551	85/09/26	1	85/09/26	1	0	USLX	21859
		TANK-210CI	CHICAGO, WEST PULLMAN & SOUTHERN RR	41101	85/09/26	1	85/09/26	1	0	USLX	22092
N=3											

TOTAL COLLATERAL ADDITIONS 10/85 = 149

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
705-00	#	FMS COIL	LEASE POOL	16599	0/00/00	0	0/00/00	0	0	IAIS	12000
		FMS COIL	LEASE POOL	16631	0/00/00	0	0/00/00	0	0	IAIS	12001
		FMS COIL	LEASE POOL	16614	0/00/00	0	0/00/00	0	0	IAIS	12002
		FMS COIL	LEASE POOL	16597	0/00/00	0	0/00/00	0	0	IAIS	12003
		FMS COIL	LEASE POOL	16616	0/00/00	0	0/00/00	0	0	IAIS	12004
		FMS COIL	LEASE POOL	16628	0/00/00	0	0/00/00	0	0	IAIS	12005
		FMS COIL	LEASE POOL	16585	0/00/00	0	0/00/00	0	0	IAIS	12006
		FMS COIL	LEASE POOL	16618	0/00/00	0	0/00/00	0	0	IAIS	12007
		FMS COIL	LEASE POOL	16589	0/00/00	0	0/00/00	0	0	IAIS	12008
		FMS COIL	LEASE POOL	16600	0/00/00	0	0/00/00	0	0	IAIS	12009
		FMS COIL	LEASE POOL	16622	0/00/00	0	0/00/00	0	0	IAIS	12010
		FMS COIL	LEASE POOL	16601	0/00/00	0	0/00/00	0	0	IAIS	12011
N=12											
1542-16	*	TANK-210CI	ARCHER DANIELS MIDLAND	41132	77/12/01	16	83/09/30	0	3	USLX	22123
N=1											
1610-00	#	REFRIG-RBL	LEASE POOL	18141	0/00/00	0	0/00/00	0	0	USLX	10380
N=1											
1611-00	#	REFRIG-RBL	LEASE POOL	18133	0/00/00	0	0/00/00	0	0	USLX	10389
N=1											
1775-08	*	TANK-210CI	AIR PRODUCTS MFG CORP	37302	79/05/03	8	84/02/23	1	1	USLX	21670
		TANK-210CI	AIR PRODUCTS MFG CORP	39534	79/05/03	8	84/02/23	1	1	USLX	21838
N=2											
1802-04	*	COV HOP-LO	UNION CHEMICALS DIVISION	16209	79/08/22	4	85/01/22	0	6	USLX	972
		COV HOP-LO	UNION CHEMICALS DIVISION	16214	79/08/22	4	85/01/22	0	6	USLX	977
		COV HOP-LO	UNION CHEMICALS DIVISION	16225	79/08/22	4	85/01/22	0	6	USLX	988
		COV HOP-LO	UNION CHEMICALS DIVISION	16235	79/08/22	4	85/01/22	0	6	USLX	999
N=4											
1885-00	*	REFRIG-RBL	DRESSER INDUSTRIES	17057	79/02/01	3	80/05/03	5	0	USLX	208
N=1											

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
1983-03	* BOX-XLI	ILLINOIS CENTRAL GULF RR	39396	82/07/30	3	85/04/29	1	0	LNAC	5993
N=1										
2008-05	# TANK-210CI	LEASE POOL	39528	0/00/00	0	0/00/00	0	0	USLX	21832
N=1										
2032-01	* COV HOP-LO	MARYLAND MIDLAND RAILROAD	41819	83/07/07	1	83/07/07	15	0	MMID	3378
N=1										
2040-01	* TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39525	83/09/07	1	83/09/07	2	0	USLX	21829
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39527	83/09/07	1	83/09/07	2	0	USLX	21831
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39544	83/09/07	1	83/09/07	2	0	USLX	21848
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39551	83/09/07	1	83/09/07	2	0	USLX	21859
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41101	83/09/07	1	83/09/07	2	0	USLX	22092
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41148	83/09/07	1	83/09/07	2	0	USLX	22139
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41186	83/09/07	1	83/09/07	2	0	USLX	22177
N=7										
2040-01	# TANK-210CI	LEASE POOL	39546	0/00/00	0	0/00/00	0	0	USLX	21850
	TANK-210CI	LEASE POOL	41139	0/00/00	0	0/00/00	0	0	USLX	22130
	TANK-210CI	LEASE POOL	41141	0/00/00	0	0/00/00	0	0	USLX	22132
	TANK-210CI	LEASE POOL	41146	0/00/00	0	0/00/00	0	0	USLX	22137
	TANK-210CI	LEASE POOL	41149	0/00/00	0	0/00/00	0	0	USLX	22140
	TANK-210CI	LEASE POOL	41156	0/00/00	0	0/00/00	0	0	USLX	22147
	TANK-210CI	LEASE POOL	41198	0/00/00	0	0/00/00	0	0	USLX	22189
	TANK-210CI	LEASE POOL	41504	0/00/00	0	0/00/00	0	0	USLX	22201
	TANK-210CI	LEASE POOL	41531	0/00/00	0	0/00/00	0	0	USLX	22228
N=9										
2042-01	# BOX-XM	LEASE POOL	40256	0/00/00	0	0/00/00	0	0	USLX	7007
	BOX-XM	LEASE POOL	40269	0/00/00	0	0/00/00	0	0	USLX	7008
	BOX-XM	LEASE POOL	40275	0/00/00	0	0/00/00	0	0	USLX	7009
N=3										

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
2042-02 *	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37835	83/08/23	2	84/03/28	3	0	PPU	643573
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37848	83/08/23	2	84/03/28	3	0	PPU	643586
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37850	83/08/23	2	84/03/28	3	0	PPU	643588
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37890	83/08/23	2	84/03/28	3	0	PPU	643628
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37892	83/08/23	2	84/03/28	3	0	PPU	643630
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37894	83/08/23	2	84/03/28	3	0	PPU	643632
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37896	83/08/23	2	84/03/28	3	0	PPU	643634
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37898	83/08/23	2	84/03/28	3	0	PPU	643636
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37899	83/08/23	2	84/03/28	3	0	PPU	643637
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37901	83/08/23	2	84/03/28	3	0	PPU	643639
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37904	83/08/23	2	84/03/28	3	0	PPU	643642
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37905	83/08/23	2	84/03/28	3	0	PPU	643643
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37907	83/08/23	2	84/03/28	3	0	PPU	643645

N=13

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
2045-02 *										
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40665	83/09/12	2	85/04/29	1	0	WSOR	301
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40671	83/09/12	2	85/04/29	1	0	WSOR	302
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40672	83/09/12	2	85/04/29	1	0	WSOR	303
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40937	83/09/12	2	85/04/29	1	0	WSOR	305
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40913	83/09/12	2	85/04/29	1	0	WSOR	307
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40659	83/09/12	2	85/04/29	1	0	WSOR	308
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40690	83/09/12	2	85/04/29	1	0	WSOR	313
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40682	83/09/12	2	85/04/29	1	0	WSOR	314
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40938	83/09/12	2	85/04/29	1	0	WSOR	315
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40949	83/09/12	2	85/04/29	1	0	WSOR	316
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40677	83/09/12	2	85/04/29	1	0	WSOR	317
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40906	83/09/12	2	85/04/29	1	0	WSOR	318
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40948	83/09/12	2	85/04/29	1	0	WSOR	319
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40919	83/09/12	2	85/04/29	1	0	WSOR	320
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40678	83/09/12	2	85/04/29	1	0	WSOR	321
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40652	83/09/12	2	85/04/29	1	0	WSOR	322
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40944	83/09/12	2	85/04/29	1	0	WSOR	324
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40971	83/09/12	2	85/04/29	1	0	WSOR	325
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40974	83/09/12	2	85/04/29	1	0	WSOR	326
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40969	83/09/12	2	85/04/29	1	0	WSOR	327
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40935	83/09/12	2	85/04/29	1	0	WSOR	332
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40968	83/09/12	2	85/04/29	1	0	WSOR	333
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40939	83/09/12	2	85/04/29	1	0	WSOR	334
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40958	83/09/12	2	85/04/29	1	0	WSOR	335
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40959	83/09/12	2	85/04/29	1	0	WSOR	336
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40647	83/09/12	2	85/04/29	1	0	WSOR	337
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40644	83/09/12	2	85/04/29	1	0	WSOR	338
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40670	83/09/12	2	85/04/29	1	0	WSOR	339
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40699	83/09/12	2	85/04/29	1	0	WSOR	340
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40897	83/09/12	2	85/04/29	1	0	WSOR	343
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40907	83/09/12	2	85/04/29	1	0	WSOR	345
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40910	83/09/12	2	85/04/29	1	0	WSOR	346
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40942	83/09/12	2	85/04/29	1	0	WSOR	347
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40666	83/09/12	2	85/04/29	1	0	WSOR	348
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40657	83/09/12	2	85/04/29	1	0	WSOR	349
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40908	83/09/12	2	85/04/29	1	0	WSOR	350
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40929	83/09/12	2	85/04/29	1	0	WSOR	352
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40927	83/09/12	2	85/04/29	1	0	WSOR	353
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40986	83/09/12	2	85/04/29	1	0	WSOR	354
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40961	83/09/12	2	85/04/29	1	0	WSOR	355
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40960	83/09/12	2	85/04/29	1	0	WSOR	356
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40973	83/09/12	2	85/04/29	1	0	WSOR	360
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40940	83/09/12	2	85/04/29	1	0	WSOR	361
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40673	83/09/12	2	85/04/29	1	0	WSOR	362
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40964	83/09/12	2	85/04/29	1	0	WSOR	363
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40983	83/09/12	2	85/04/29	1	0	WSOR	366
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41033	83/09/12	2	85/04/29	1	0	WSOR	368
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	42055	83/09/12	2	85/04/29	1	0	WSOR	370

EXHIBIT B
COLLATERAL DELETIONS
OCTOBER 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
2045-02	*	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41014	83/09/12	2	85/04/29	1	0	WSOR	373
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41013	83/09/12	2	85/04/29	1	0	WSOR	374
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41012	83/09/12	2	85/04/29	1	0	WSOR	375
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41007	83/09/12	2	85/04/29	1	0	WSOR	377
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40966	83/09/12	2	85/04/29	1	0	WSOR	380
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40978	83/09/12	2	85/04/29	1	0	WSOR	381
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40996	83/09/12	2	85/04/29	1	0	WSOR	382
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40979	83/09/12	2	85/04/29	1	0	WSOR	383
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40975	83/09/12	2	85/04/29	1	0	WSOR	384
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41021	83/09/12	2	85/04/29	1	0	WSOR	386
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40970	83/09/12	2	85/04/29	1	0	WSOR	388
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41026	83/09/12	2	85/04/29	1	0	WSOR	390
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41027	83/09/12	2	85/04/29	1	0	WSOR	391
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41028	83/09/12	2	85/04/29	1	0	WSOR	392
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41029	83/09/12	2	85/04/29	1	0	WSOR	393
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41023	83/09/12	2	85/04/29	1	0	WSOR	395
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40990	83/09/12	2	85/04/29	1	0	WSOR	396
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40993	83/09/12	2	85/04/29	1	0	WSOR	397
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41015	83/09/12	2	85/04/29	1	0	WSOR	398
		GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40976	83/09/12	2	85/04/29	1	0	WSOR	399
N=68											
2058-02	#	COV HOP-LO	LEASE POOL	23864	0/00/00	0	0/00/00	0	0	USLX	4804
		COV HOP-LO	LEASE POOL	20306	0/00/00	0	0/00/00	0	0	USLX	5903
		COV HOP-LO	LEASE POOL	24172	0/00/00	0	0/00/00	0	0	USLX	7520
		COV HOP-LO	LEASE POOL	24175	0/00/00	0	0/00/00	0	0	USLX	7524
N=4											
2058-03	#	COV HOP-LO	LEASE POOL	13297	0/00/00	0	0/00/00	0	0	USEX	341
		COV HOP-LO	LEASE POOL	13295	0/00/00	0	0/00/00	0	0	USEX	343
		COV HOP-LO	LEASE POOL	13294	0/00/00	0	0/00/00	0	0	USEX	344
N=3											
2061-01	*	COV HOP-LO	NORTHERN PETROCHEMICAL COMPANY	42320	83/12/21	1	83/12/21	2	1	EELX	60030
N=1											
2065-03	*	TANK-210CI	TRANSPORTATION EQUIPMENT INC	39628	84/01/15	3	85/01/04	0	5	USLX	21980
N=1											
2067-04	#	TANK-210CI	LEASE POOL	41508	0/00/00	0	0/00/00	0	0	USLX	22205
		TANK-210CI	LEASE POOL	41509	0/00/00	0	0/00/00	0	0	USLX	22206
N=2											

EXHIBIT B
COLLATERAL DELETIONS
OCTOBER 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
2070-01 *	TANK-210CI	LEASE POOL	42319	0/00/00	0	0/00/00	0	0	USLX	22304
	TANK-210CI	LEASE POOL	42300	0/00/00	0	0/00/00	0	0	USLX	22305
	TANK-210CI	LEASE POOL	42304	0/00/00	0	0/00/00	0	0	USLX	22309
N=3										
2090-03 *	REFRIG-RBL	ALASKA HYDRO TRAIN	17622	84/08/30	3	85/05/17	0	6	USLX	10088
	REFRIG-RBL	ALASKA HYDRO TRAIN	17630	84/08/30	3	85/05/17	0	6	USLX	10127
	REFRIG-RBL	ALASKA HYDRO TRAIN	17631	84/08/30	3	85/05/17	0	6	USLX	10129
	REFRIG-RBL	ALASKA HYDRO TRAIN	17637	84/08/30	3	85/05/17	0	6	USLX	10144
N=4										
2111-01 *	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40951	85/05/02	1	85/05/02	0	6	CWP	330
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40898	85/05/02	1	85/05/02	0	6	CWP	342
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40985	85/05/02	1	85/05/02	0	6	CWP	364
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41008	85/05/02	1	85/05/02	0	6	CWP	378
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41031	85/05/02	1	85/05/02	0	6	CWP	389
N=5										
2114-01	COV HOP-LO	LONE STAR INDUSTRIES INC	41554	85/05/21	1	85/05/21	2	0	USLX	1625
N=1										

TOTAL COLLATERAL DELETIONS 10/85 = 149

Recordation No. 14059-C Filed 1425

APR 25 1986 -10 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of November, 1985, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and MANUFACTURERS HANOVER TRUST COMPANY, as Successor 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. Peyton
Vice President

MANUFACTURERS HANOVER TRUST COMPANY, as Agent

By: Eliz A Kelley
Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, Robert Sherman a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that William M. Peyton personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally knows 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 23 day of April, 1986.

Robert Sherman
Notary Public

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Kathleen Green a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Elizabeth A. Kelley personally known to me to be a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, a New York Bank Corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally 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 24th day of April, 1986.

KATHLEEN GREEN
Notary Public, State of New York
No.4843854
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987

Kathleen Green
Notary Public

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
OCTOBER 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
1542-16	#	TANK-210CI	LEASE POOL	41132	0/00/00	0	0/00/00	0	0	USLX	22123
N=1											
1605-18	#	TANK-210CI	ALLIED CHEMICAL CORPORATION	42319	78/03/22	18	85/10/01	1	0	USLX	22304
		TANK-210CI	ALLIED CHEMICAL CORPORATION	42300	78/03/22	18	85/10/01	1	0	USLX	22305
N=2											
1775-08	#	TANK-210CI	LEASE POOL	37302	0/00/00	0	0/00/00	0	0	USLX	21670
		TANK-210CI	LEASE POOL	39534	0/00/00	0	0/00/00	0	0	USLX	21838
N=2											
1802-04	#	COV HOP-LO	LEASE POOL	16209	0/00/00	0	0/00/00	0	0	USLX	972
		COV HOP-LO	LEASE POOL	16214	0/00/00	0	0/00/00	0	0	USLX	977
		COV HOP-LO	LEASE POOL	16225	0/00/00	0	0/00/00	0	0	USLX	988
		COV HOP-LO	LEASE POOL	16235	0/00/00	0	0/00/00	0	0	USLX	999
N=4											
1885-00	#	REFRIG-RBL	LEASE POOL	17057	0/00/00	0	0/00/00	0	0	USLX	208
N=1											
1983-03	#	BOX-XLI	ILLINOIS CENTRAL GULF RR	39396	82/07/30	3	85/04/29	1	0	ICG	151491
N=1											
2023-11	#	GONDOLA-GB	FERDINAND RAILROAD	40665	83/07/01	11	85/08/07	0	1	FRDN	41101
		GONDOLA-GB	FERDINAND RAILROAD	40671	83/07/01	11	85/08/07	0	1	FRDN	41102
		GONDOLA-GB	FERDINAND RAILROAD	40672	83/07/01	11	85/08/07	0	1	FRDN	41103
		GONDOLA-GB	FERDINAND RAILROAD	40937	83/07/01	11	85/08/07	0	1	FRDN	41105
		GONDOLA-GB	FERDINAND RAILROAD	40659	83/07/01	11	85/08/07	0	1	FRDN	41108
		GONDOLA-GB	FERDINAND RAILROAD	40690	83/07/01	11	85/08/07	0	1	FRDN	41113
		GONDOLA-GB	FERDINAND RAILROAD	40682	83/07/01	11	85/08/07	0	1	FRDN	41114
		GONDOLA-GB	FERDINAND RAILROAD	40938	83/07/01	11	85/08/07	0	1	FRDN	41115
		GONDOLA-GB	FERDINAND RAILROAD	40949	83/07/01	11	85/08/07	0	1	FRDN	41116
		GONDOLA-GB	FERDINAND RAILROAD	40677	83/07/01	11	85/08/07	0	1	FRDN	41117
		GONDOLA-GB	FERDINAND RAILROAD	40906	83/07/01	11	85/08/07	0	1	FRDN	41118
		GONDOLA-GB	FERDINAND RAILROAD	40948	83/07/01	11	85/08/07	0	1	FRDN	41119
		GONDOLA-GB	FERDINAND RAILROAD	40919	83/07/01	11	85/08/07	0	1	FRDN	41120
		GONDOLA-GB	FERDINAND RAILROAD	40678	83/07/01	11	85/08/07	0	1	FRDN	41121
		GONDOLA-GB	FERDINAND RAILROAD	40652	83/07/01	11	85/08/07	0	1	FRDN	41122
		GONDOLA-GB	FERDINAND RAILROAD	40944	83/07/01	11	85/08/07	0	1	FRDN	41124
		GONDOLA-GB	FERDINAND RAILROAD	40971	83/07/01	11	85/08/07	0	1	FRDN	41125
		GONDOLA-GB	FERDINAND RAILROAD	40974	83/07/01	11	85/08/07	0	1	FRDN	41126

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2023-11	*	GONDOLA-GB	FERDINAND RAILROAD	40969	83/07/01	11	85/08/07	0	1	FRDN	41127
		GONDOLA-GB	FERDINAND RAILROAD	40935	83/07/01	11	85/08/07	0	1	FRDN	41131
		GONDOLA-GB	FERDINAND RAILROAD	40968	83/07/01	11	85/08/07	0	1	FRDN	41132
		GONDOLA-GB	FERDINAND RAILROAD	40939	83/07/01	11	85/08/07	0	1	FRDN	41133
		GONDOLA-GB	FERDINAND RAILROAD	40958	83/07/01	11	85/08/07	0	1	FRDN	41134
		GONDOLA-GB	FERDINAND RAILROAD	40959	83/07/01	11	85/08/07	0	1	FRDN	41135
		GONDOLA-GB	FERDINAND RAILROAD	40647	83/07/01	11	85/08/07	0	1	FRDN	41136
		GONDOLA-GB	FERDINAND RAILROAD	40644	83/07/01	11	85/08/07	0	1	FRDN	41137
		GONDOLA-GB	FERDINAND RAILROAD	40670	83/07/01	11	85/08/07	0	1	FRDN	41138
		GONDOLA-GB	FERDINAND RAILROAD	40699	83/07/01	11	85/08/07	0	1	FRDN	41139
		GONDOLA-GB	FERDINAND RAILROAD	40897	83/07/01	11	85/08/07	0	1	FRDN	41141
		GONDOLA-GB	FERDINAND RAILROAD	40907	83/07/01	11	85/08/07	0	1	FRDN	41143
		GONDOLA-GB	FERDINAND RAILROAD	40910	83/07/01	11	85/08/07	0	1	FRDN	41144
		GONDOLA-GB	FERDINAND RAILROAD	40942	83/07/01	11	85/08/07	0	1	FRDN	41145
		GONDOLA-GB	FERDINAND RAILROAD	40666	83/07/01	11	85/08/07	0	1	FRDN	41146
		GONDOLA-GB	FERDINAND RAILROAD	40657	83/07/01	11	85/08/07	0	1	FRDN	41147
		GONDOLA-GB	FERDINAND RAILROAD	40908	83/07/01	11	85/08/07	0	1	FRDN	41148
		GONDOLA-GB	FERDINAND RAILROAD	40929	83/07/01	11	85/08/07	0	1	FRDN	41150
		GONDOLA-GB	FERDINAND RAILROAD	40927	83/07/01	11	85/08/07	0	1	FRDN	41151
		GONDOLA-GB	FERDINAND RAILROAD	40986	83/07/01	11	85/08/07	0	1	FRDN	41152
		GONDOLA-GB	FERDINAND RAILROAD	40961	83/07/01	11	85/08/07	0	1	FRDN	41153
		GONDOLA-GB	FERDINAND RAILROAD	40960	83/07/01	11	85/08/07	0	1	FRDN	41154
		GONDOLA-GB	FERDINAND RAILROAD	40973	83/07/01	11	85/08/07	0	1	FRDN	41158
		GONDOLA-GB	FERDINAND RAILROAD	40940	83/07/01	11	85/08/07	0	1	FRDN	41159
		GONDOLA-GB	FERDINAND RAILROAD	40673	83/07/01	11	85/08/07	0	1	FRDN	41160
		GONDOLA-GB	FERDINAND RAILROAD	40964	83/07/01	11	85/08/07	0	1	FRDN	41161
		GONDOLA-GB	FERDINAND RAILROAD	40983	83/07/01	11	85/08/07	0	1	FRDN	41163
		GONDOLA-GB	FERDINAND RAILROAD	41033	83/07/01	11	85/08/07	0	1	FRDN	41165
		GONDOLA-GB	FERDINAND RAILROAD	42055	83/07/01	11	85/08/07	0	1	FRDN	41167
		GONDOLA-GB	FERDINAND RAILROAD	41014	83/07/01	11	85/08/07	0	1	FRDN	41170
		GONDOLA-GB	FERDINAND RAILROAD	41013	83/07/01	11	85/08/07	0	1	FRDN	41171
		GONDOLA-GB	FERDINAND RAILROAD	41012	83/07/01	11	85/08/07	0	1	FRDN	41172
		GONDOLA-GB	FERDINAND RAILROAD	41007	83/07/01	11	85/08/07	0	1	FRDN	41174
		GONDOLA-GB	FERDINAND RAILROAD	40966	83/07/01	11	85/08/07	0	1	FRDN	41176
		GONDOLA-GB	FERDINAND RAILROAD	40978	83/07/01	11	85/08/07	0	1	FRDN	41177
		GONDOLA-GB	FERDINAND RAILROAD	40996	83/07/01	11	85/08/07	0	1	FRDN	41178
		GONDOLA-GB	FERDINAND RAILROAD	40979	83/07/01	11	85/08/07	0	1	FRDN	41179
		GONDOLA-GB	FERDINAND RAILROAD	40975	83/07/01	11	85/08/07	0	1	FRDN	41180
		GONDOLA-GB	FERDINAND RAILROAD	41021	83/07/01	11	85/08/07	0	1	FRDN	41182
		GONDOLA-GB	FERDINAND RAILROAD	40970	83/07/01	11	85/08/07	0	1	FRDN	41184
		GONDOLA-GB	FERDINAND RAILROAD	41026	83/07/01	11	85/08/07	0	1	FRDN	41185
		GONDOLA-GB	FERDINAND RAILROAD	41027	83/07/01	11	85/08/07	0	1	FRDN	41186
		GONDOLA-GB	FERDINAND RAILROAD	41028	83/07/01	11	85/08/07	0	1	FRDN	41187
		GONDOLA-GB	FERDINAND RAILROAD	41029	83/07/01	11	85/08/07	0	1	FRDN	41188
		GONDOLA-GB	FERDINAND RAILROAD	41023	83/07/01	11	85/08/07	0	1	FRDN	41190
		GONDOLA-GB	FERDINAND RAILROAD	40993	83/07/01	11	85/08/07	0	1	FRDN	41192
		GONDOLA-GB	FERDINAND RAILROAD	41015	83/07/01	11	85/08/07	0	1	FRDN	41193
		GONDOLA-GB	FERDINAND RAILROAD	40976	83/07/01	11	85/08/07	0	1	FRDN	41194
		GONDOLA-GB	FERDINAND RAILROAD	37835	83/07/01	11	85/08/07	0	1	FRDN	41195
		GONDOLA-GB	FERDINAND RAILROAD	37848	83/07/01	11	85/08/07	0	1	FRDN	41196
		GONDOLA-GB	FERDINAND RAILROAD	37850	83/07/01	11	85/08/07	0	1	FRDN	41197
		GONDOLA-GB	FERDINAND RAILROAD	37890	83/07/01	11	85/08/07	0	1	FRDN	41199

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2023-11	*	GONDOLA-GB	FERDINAND RAILROAD	37892	83/07/01	11	85/08/07	0	1	FRDN	41200
		GONDOLA-GB	FERDINAND RAILROAD	37894	83/07/01	11	85/08/07	0	1	FRDN	41202
		GONDOLA-GB	FERDINAND RAILROAD	37896	83/07/01	11	85/08/07	0	1	FRDN	41203
		GONDOLA-GB	FERDINAND RAILROAD	37898	83/07/01	11	85/08/07	0	1	FRDN	41204
		GONDOLA-GB	FERDINAND RAILROAD	37899	83/07/01	11	85/08/07	0	1	FRDN	41205
		GONDOLA-GB	FERDINAND RAILROAD	37901	83/07/01	11	85/08/07	0	1	FRDN	41206
		GONDOLA-GB	FERDINAND RAILROAD	37904	83/07/01	11	85/08/07	0	1	FRDN	41209
N=77											
2032-01	*	COV HOP-LO	MARYLAND MIDLAND RAILROAD	41554	83/07/07	1	83/07/07	15	0	MMID	3398
N=1											
2042-01	*	BOX-XM	PEORIA PEKIN UNION RAILWAY COMPANY	40256	83/08/23	1	85/09/17	0	1	USLX	7007
		BOX-XM	PEORIA PEKIN UNION RAILWAY COMPANY	40269	83/08/23	1	85/09/17	0	1	USLX	7008
		BOX-XM	PEORIA PEKIN UNION RAILWAY COMPANY	40275	83/08/23	1	85/09/17	0	1	USLX	7009
N=3											

EXHIBIT A
COLLATERAL ADDITIONS
OCTOBER 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
2045-02 *	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40990	83/09/12	2	85/04/29	1	0	FRDN	41191
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40913	83/09/12	2	85/04/29	1	0	FRDN	41107
N=2										
2065-03 *	TANK-210CI	LEAGE POOL	39628	0/00/00	0	0/00/00	0	0	USLX	21980
N=1										
2067-05 *	TANK-210CI	BUNGE CORPORATION	39525	84/03/01	5	85/09/11	0	1	USLX	21829
	TANK-210CI	BUNGE CORPORATION	39527	84/03/01	5	85/09/11	0	1	USLX	21831
	TANK-210CI	BUNGE CORPORATION	39528	84/03/01	5	85/09/11	0	1	USLX	21832
	TANK-210CI	BUNGE CORPORATION	39546	84/03/01	5	85/09/11	0	1	USLX	21850
	TANK-210CI	BUNGE CORPORATION	41139	84/03/01	5	85/09/11	0	1	USLX	22130
	TANK-210CI	BUNGE CORPORATION	41141	84/03/01	5	85/09/11	0	1	USLX	22132
	TANK-210CI	BUNGE CORPORATION	41146	84/03/01	5	85/09/11	0	1	USLX	22137
	TANK-210CI	BUNGE CORPORATION	41148	84/03/01	5	85/09/11	0	1	USLX	22139
	TANK-210CI	BUNGE CORPORATION	41149	84/03/01	5	85/09/11	0	1	USLX	22140
	TANK-210CI	BUNGE CORPORATION	41156	84/03/01	5	85/09/11	0	1	USLX	22147
	TANK-210CI	BUNGE CORPORATION	41186	84/03/01	5	85/09/11	0	1	USLX	22177
	TANK-210CI	BUNGE CORPORATION	41198	84/03/01	5	85/09/11	0	1	USLX	22189
	TANK-210CI	BUNGE CORPORATION	41504	84/03/01	5	85/09/11	0	1	USLX	22201
	TANK-210CI	BUNGE CORPORATION	41531	84/03/01	5	85/09/11	0	1	USLX	22228
N=14										
2077-03 *	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	18141	84/05/31	3	85/08/05	0	4	USLX	10380
	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	18133	84/05/31	3	85/08/05	0	4	USLX	10389
N=2										
2090-03 *	REFRIG-RBL	LEASE POOL	17622	0/00/00	0	0/00/00	0	0	USLX	10088
	REFRIG-RBL	LEASE POOL	17630	0/00/00	0	0/00/00	0	0	USLX	10127
	REFRIG-RBL	LEASE POOL	17631	0/00/00	0	0/00/00	0	0	USLX	10129
	REFRIG-RBL	LEASE POOL	17637	0/00/00	0	0/00/00	0	0	USLX	10144
N=4										

E X H I B I T A
COLLATERAL ADDITIONS
OCTOBER 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
2093-03	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	23864	85/04/22	3	85/10/22	0	1	USLX	4804
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	20306	85/04/22	3	85/10/22	0	1	USLX	5903
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	24172	85/04/22	3	85/10/22	0	1	USLX	7520
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	24175	85/04/22	3	85/10/22	0	1	USLX	7524
N=4											
2093-04	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13297	85/04/22	4	85/10/04	0	1	USEX	341
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13295	85/04/22	4	85/10/04	0	1	USEX	343
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13294	85/04/22	4	85/10/04	0	1	USEX	344
N=3											
2100-03	*	TANK-210CI	CIBA-GEIGY CORPORATION	42304	84/11/08	3	85/09/16	0	3	USLX	22309
N=1											
2111-01	*	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40951	85/05/02	1	85/05/02	0	6	IANR	330
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40898	85/05/02	1	85/05/02	0	6	IANR	342
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40985	85/05/02	1	85/05/02	0	6	IANR	364
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41008	85/05/02	1	85/05/02	0	6	IANR	378
		GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41031	85/05/02	1	85/05/02	0	6	IANR	389
N=5											
2114-01	*	COV HOP-LO	LONE STAR INDUSTRIES INC	41819	85/05/21	1	85/05/21	2	0	USLX	1625
N=1											
2117-01	*	FMS COIL	IOWA INTERSTATE RAILROAD CO	16599	85/06/17	1	85/06/17	10	0	IAIS	12000
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16631	85/06/17	1	85/06/17	10	0	IAIS	12001
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16614	85/06/17	1	85/06/17	10	0	IAIS	12002
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16597	85/06/17	1	85/06/17	10	0	IAIS	12003
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16616	85/06/17	1	85/06/17	10	0	IAIS	12004
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16628	85/06/17	1	85/06/17	10	0	IAIS	12005
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16585	85/06/17	1	85/06/17	10	0	IAIS	12006
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16618	85/06/17	1	85/06/17	10	0	IAIS	12007
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16589	85/06/17	1	85/06/17	10	0	IAIS	12008
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16600	85/06/17	1	85/06/17	10	0	IAIS	12009
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16622	85/06/17	1	85/06/17	10	0	IAIS	12010
		FMS COIL	IOWA INTERSTATE RAILROAD CO	16601	85/06/17	1	85/06/17	10	0	IAIS	12011
N=12											

EXHIBIT A
COLLATERAL ADDITIONS
OCTOBER 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
2122-01	*	COV HOP-LO	POLYSAR INCORPORATED RESIN DIVISION	42320	85/07/29	1	85/07/29	1	0	EELX	60030
N=1											
2124-01	*	TANK-210CI	HONEYMEAD PRODUCTS CO	41508	85/08/02	1	85/08/02	3	1	USLX	22205
		TANK-210CI	HONEYMEAD PRODUCTS CO	41509	85/08/02	1	85/08/02	3	1	USLX	22206
N=2											
2128-01	*	GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37905	85/08/29	1	85/08/29	3	0	BJRY	643
		GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37907	85/08/29	1	85/08/29	3	0	BJRY	645
N=2											
2132-01	*	TANK-210CI	CHICAGO, WEST PULLMAN & SOUTHERN RR	39544	85/09/26	1	85/09/26	1	0	USLX	21848
		TANK-210CI	CHICAGO, WEST PULLMAN & SOUTHERN RR	39551	85/09/26	1	85/09/26	1	0	USLX	21859
		TANK-210CI	CHICAGO, WEST PULLMAN & SOUTHERN RR	41101	85/09/26	1	85/09/26	1	0	USLX	22092
N=3											

TOTAL COLLATERAL ADDITIONS 10/85 = 149

EXHIBIT B
COLLATERAL DELETIONS
OCTOBER 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
705-00	#	FMS COIL	LEASE POOL	16599	0/00/00	0	0/00/00	0	0	IAIS	12000
		FMS COIL	LEASE POOL	16631	0/00/00	0	0/00/00	0	0	IAIS	12001
		FMS COIL	LEASE POOL	16614	0/00/00	0	0/00/00	0	0	IAIS	12002
		FMS COIL	LEASE POOL	16597	0/00/00	0	0/00/00	0	0	IAIS	12003
		FMS COIL	LEASE POOL	16616	0/00/00	0	0/00/00	0	0	IAIS	12004
		FMS COIL	LEASE POOL	16628	0/00/00	0	0/00/00	0	0	IAIS	12005
		FMS COIL	LEASE POOL	16585	0/00/00	0	0/00/00	0	0	IAIS	12006
		FMS COIL	LEASE POOL	16618	0/00/00	0	0/00/00	0	0	IAIS	12007
		FMS COIL	LEASE POOL	16589	0/00/00	0	0/00/00	0	0	IAIS	12008
		FMS COIL	LEASE POOL	16600	0/00/00	0	0/00/00	0	0	IAIS	12009
		FMS COIL	LEASE POOL	16622	0/00/00	0	0/00/00	0	0	IAIS	12010
		FMS COIL	LEASE POOL	16601	0/00/00	0	0/00/00	0	0	IAIS	12011
N=12											
1542-16	#	TANK-210CI	ARCHER DANIELS MIDLAND	41132	77/12/01	16	83/09/30	0	3	USLX	22123
N=1											
1610-00	#	REFRIG-RBL	LEASE POOL	18141	0/00/00	0	0/00/00	0	0	USLX	10380
N=1											
1611-00	#	REFRIG-RBL	LEASE POOL	18133	0/00/00	0	0/00/00	0	0	USLX	10389
N=1											
1775-08	#	TANK-210CI	AIR PRODUCTS MFG CORP	37302	79/05/03	8	84/02/23	1	1	USLX	21670
		TANK-210CI	AIR PRODUCTS MFG CORP	39534	79/05/03	8	84/02/23	1	1	USLX	21838
N=2											
1902-04	#	COV HOP-LO	UNION CHEMICALS DIVISION	16209	79/08/22	4	85/01/22	0	6	USLX	972
		COV HOP-LO	UNION CHEMICALS DIVISION	16214	79/08/22	4	85/01/22	0	6	USLX	977
		COV HOP-LO	UNION CHEMICALS DIVISION	16225	79/08/22	4	85/01/22	0	6	USLX	988
		COV HOP-LO	UNION CHEMICALS DIVISION	16235	79/08/22	4	85/01/22	0	6	USLX	999
N=4											
1885-00	#	REFRIG-RBL	DRESSER INDUSTRIES	17057	79/02/01	3	80/05/03	5	0	USLX	208
N=1											

EXHIBIT B
COLLATERAL DELETIONS
OCTOBER 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
1983-03 *	BOX-XLI	ILLINOIS CENTRAL GULF RR	39396	82/07/30	3	85/04/29	1	0	LNAC	5993
N=1										
2008-05 *	TANK-210CI	LEASE POOL	39528	0/00/00	0	0/00/00	0	0	USLX	21832
N=1										
2032-01 *	COV HOP-LO	MARYLAND MIDLAND RAILROAD	41819	83/07/07	1	83/07/07	15	0	MMID	3378
N=1										
2040-01 *	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39525	83/09/07	1	83/09/07	2	0	USLX	21829
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39527	83/09/07	1	83/09/07	2	0	USLX	21831
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39544	83/09/07	1	83/09/07	2	0	USLX	21848
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	39551	83/09/07	1	83/09/07	2	0	USLX	21859
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41101	83/09/07	1	83/09/07	2	0	USLX	22092
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41148	83/09/07	1	83/09/07	2	0	USLX	22139
	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41186	83/09/07	1	83/09/07	2	0	USLX	22177
N=7										
2040-01 *	TANK-210CI	LEASE POOL	39546	0/00/00	0	0/00/00	0	0	USLX	21850
	TANK-210CI	LEASE POOL	41139	0/00/00	0	0/00/00	0	0	USLX	22130
	TANK-210CI	LEASE POOL	41141	0/00/00	0	0/00/00	0	0	USLX	22132
	TANK-210CI	LEASE POOL	41146	0/00/00	0	0/00/00	0	0	USLX	22137
	TANK-210CI	LEASE POOL	41149	0/00/00	0	0/00/00	0	0	USLX	22140
	TANK-210CI	LEASE POOL	41156	0/00/00	0	0/00/00	0	0	USLX	22147
	TANK-210CI	LEASE POOL	41198	0/00/00	0	0/00/00	0	0	USLX	22189
	TANK-210CI	LEASE POOL	41504	0/00/00	0	0/00/00	0	0	USLX	22201
	TANK-210CI	LEASE POOL	41531	0/00/00	0	0/00/00	0	0	USLX	22228
N=9										
2042-01 *	BOX-XM	LEASE POOL	40256	0/00/00	0	0/00/00	0	0	USLX	7007
	BOX-XM	LEASE POOL	40269	0/00/00	0	0/00/00	0	0	USLX	7008
	BOX-XM	LEASE POOL	40275	0/00/00	0	0/00/00	0	0	USLX	7009
N=3										

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
2042-02 *	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37835	83/08/23	2	84/03/28	3	0	PPU	643573
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37848	83/08/23	2	84/03/28	3	0	PPU	643586
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37850	83/08/23	2	84/03/28	3	0	PPU	643588
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37890	83/08/23	2	84/03/28	3	0	PPU	643628
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37892	83/08/23	2	84/03/28	3	0	PPU	643630
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37894	83/08/23	2	84/03/28	3	0	PPU	643632
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37896	83/08/23	2	84/03/28	3	0	PPU	643634
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37898	83/08/23	2	84/03/28	3	0	PPU	643636
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37899	83/08/23	2	84/03/28	3	0	PPU	643637
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37901	83/08/23	2	84/03/28	3	0	PPU	643639
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37904	83/08/23	2	84/03/28	3	0	PPU	643642
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37905	83/08/23	2	84/03/28	3	0	PPU	643643
	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37907	83/08/23	2	84/03/28	3	0	PPU	643645

N=13

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
2045-02 *										
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40665	83/09/12	2	85/04/29	1	0	WSOR	301
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40671	83/09/12	2	85/04/29	1	0	WSOR	302
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40672	83/09/12	2	85/04/29	1	0	WSOR	303
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40937	83/09/12	2	85/04/29	1	0	WSOR	305
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40913	83/09/12	2	85/04/29	1	0	WSOR	307
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40659	83/09/12	2	85/04/29	1	0	WSOR	308
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40690	83/09/12	2	85/04/29	1	0	WSOR	313
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40682	83/09/12	2	85/04/29	1	0	WSOR	314
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40938	83/09/12	2	85/04/29	1	0	WSOR	315
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40949	83/09/12	2	85/04/29	1	0	WSOR	316
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40677	83/09/12	2	85/04/29	1	0	WSOR	317
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40906	83/09/12	2	85/04/29	1	0	WSOR	318
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40948	83/09/12	2	85/04/29	1	0	WSOR	319
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40919	83/09/12	2	85/04/29	1	0	WSOR	320
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40678	83/09/12	2	85/04/29	1	0	WSOR	321
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40652	83/09/12	2	85/04/29	1	0	WSOR	322
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40944	83/09/12	2	85/04/29	1	0	WSOR	324
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40971	83/09/12	2	85/04/29	1	0	WSOR	325
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40974	83/09/12	2	85/04/29	1	0	WSOR	326
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40969	83/09/12	2	85/04/29	1	0	WSOR	327
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40935	83/09/12	2	85/04/29	1	0	WSOR	332
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40968	83/09/12	2	85/04/29	1	0	WSOR	333
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40939	83/09/12	2	85/04/29	1	0	WSOR	334
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40958	83/09/12	2	85/04/29	1	0	WSOR	335
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40959	83/09/12	2	85/04/29	1	0	WSOR	336
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40647	83/09/12	2	85/04/29	1	0	WSOR	337
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40644	83/09/12	2	85/04/29	1	0	WSOR	338
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40670	83/09/12	2	85/04/29	1	0	WSOR	339
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40699	83/09/12	2	85/04/29	1	0	WSOR	340
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40897	83/09/12	2	85/04/29	1	0	WSOR	343
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40907	83/09/12	2	85/04/29	1	0	WSOR	345
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40910	83/09/12	2	85/04/29	1	0	WSOR	346
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40942	83/09/12	2	85/04/29	1	0	WSOR	347
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40666	83/09/12	2	85/04/29	1	0	WSOR	348
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40657	83/09/12	2	85/04/29	1	0	WSOR	349
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40908	83/09/12	2	85/04/29	1	0	WSOR	350
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40929	83/09/12	2	85/04/29	1	0	WSOR	352
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40927	83/09/12	2	85/04/29	1	0	WSOR	353
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40986	83/09/12	2	85/04/29	1	0	WSOR	354
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40961	83/09/12	2	85/04/29	1	0	WSOR	355
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40960	83/09/12	2	85/04/29	1	0	WSOR	356
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40973	83/09/12	2	85/04/29	1	0	WSOR	360
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40940	83/09/12	2	85/04/29	1	0	WSOR	361
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40673	83/09/12	2	85/04/29	1	0	WSOR	362
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40964	83/09/12	2	85/04/29	1	0	WSOR	363
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40983	83/09/12	2	85/04/29	1	0	WSOR	366
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41033	83/09/12	2	85/04/29	1	0	WSOR	368
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	42055	83/09/12	2	85/04/29	1	0	WSOR	370

EXHIBIT B
COLLATERAL DELETIONS
OCTOBER 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
2045-02 *	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41014	83/09/12	2	85/04/29	1	0	WSOR	373
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41013	83/09/12	2	85/04/29	1	0	WSOR	374
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41012	83/09/12	2	85/04/29	1	0	WSOR	375
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41007	83/09/12	2	85/04/29	1	0	WSOR	377
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40966	83/09/12	2	85/04/29	1	0	WSOR	380
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40978	83/09/12	2	85/04/29	1	0	WSOR	381
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40996	83/09/12	2	85/04/29	1	0	WSOR	382
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40979	83/09/12	2	85/04/29	1	0	WSOR	383
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40975	83/09/12	2	85/04/29	1	0	WSOR	384
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41021	83/09/12	2	85/04/29	1	0	WSOR	386
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40970	83/09/12	2	85/04/29	1	0	WSOR	388
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41026	83/09/12	2	85/04/29	1	0	WSOR	390
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41027	83/09/12	2	85/04/29	1	0	WSOR	391
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41028	83/09/12	2	85/04/29	1	0	WSOR	392
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41029	83/09/12	2	85/04/29	1	0	WSOR	393
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41023	83/09/12	2	85/04/29	1	0	WSOR	395
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40990	83/09/12	2	85/04/29	1	0	WSOR	396
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40993	83/09/12	2	85/04/29	1	0	WSOR	397
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41015	83/09/12	2	85/04/29	1	0	WSOR	398
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40976	83/09/12	2	85/04/29	1	0	WSOR	399
N=68										
2058-02 #	COV HOP-LO	LEASE POOL	23864	0/00/00	0	0/00/00	0	0	USLX	4804
	COV HOP-LO	LEASE POOL	20306	0/00/00	0	0/00/00	0	0	USLX	5903
	COV HOP-LO	LEASE POOL	24172	0/00/00	0	0/00/00	0	0	USLX	7520
	COV HOP-LO	LEASE POOL	24175	0/00/00	0	0/00/00	0	0	USLX	7524
N=4										
2058-03 #	COV HOP-LO	LEASE POOL	13297	0/00/00	0	0/00/00	0	0	USEX	341
	COV HOP-LO	LEASE POOL	13295	0/00/00	0	0/00/00	0	0	USEX	343
	COV HOP-LO	LEASE POOL	13294	0/00/00	0	0/00/00	0	0	USEX	344
N=3										
2061-01 *	COV HOP-LO	NORTHERN PETROCHEMICAL COMPANY	42320	83/12/21	1	83/12/21	2	1	EELX	60030
N=1										
2065-03 *	TANK-210CI	TRANSPORTATION EQUIPMENT INC	39628	84/01/15	3	85/01/04	0	5	USLX	21980
N=1										
2067-04 #	TANK-210CI	LEASE POOL	41508	0/00/00	0	0/00/00	0	0	USLX	22205
	TANK-210CI	LEASE POOL	41509	0/00/00	0	0/00/00	0	0	USLX	22206
N=2										

E X H I B I T B
COLLATERAL DELETIONS
OCTOBER 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
2070-01 *	TANK-210CI	LEASE POOL	42319	0/00/00	0	0/00/00	0	0	USLX	22304
	TANK-210CI	LEASE POOL	42300	0/00/00	0	0/00/00	0	0	USLX	22305
	TANK-210CI	LEASE POOL	42304	0/00/00	0	0/00/00	0	0	USLX	22309
N=3										
2090-03 *	REFRIG-RBL	ALASKA HYDRO TRAIN	17622	84/08/30	3	85/05/17	0	6	USLX	10088
	REFRIG-RBL	ALASKA HYDRO TRAIN	17630	84/08/30	3	85/05/17	0	6	USLX	10127
	REFRIG-RBL	ALASKA HYDRO TRAIN	17631	84/08/30	3	85/05/17	0	6	USLX	10129
	REFRIG-RBL	ALASKA HYDRO TRAIN	17637	84/08/30	3	85/05/17	0	6	USLX	10144
N=4										
2111-01 *	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40951	85/05/02	1	85/05/02	0	6	CWP	330
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40898	85/05/02	1	85/05/02	0	6	CWP	342
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	40985	85/05/02	1	85/05/02	0	6	CWP	364
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41008	85/05/02	1	85/05/02	0	6	CWP	378
	GONDOLA-GB	IOWA NORTHERN RAILROAD CO	41031	85/05/02	1	85/05/02	0	6	CWP	389
N=5										
2114-01	COV HOP-LO	LONE STAR INDUSTRIES INC	41554	85/05/21	1	85/05/21	2	0	USLX	1625
N=1										

TOTAL COLLATERAL DELETIONS 10/85 = 149