EVANS RAILCAR LEASING COMPANY

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

14059 QQQ
Filed 1425

JUL 8 1986 -10 25 AM

INTERSTATE COMMERCE COMMISSION

Rec. No 14059-QQQ

6-184A040

No.
Date JUL 8 1986
Fee $ 10.00
ICC Washington, D. C.

ICC OFFICE OF THE SECRETARY
JUL 8 10 20 AM '86
MOTOR OPERATING UNIT

June 1, 1986

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 June 1, 1986. 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

Enclosure/s

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1986

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	39424	82/07/30	3	85/04/29	2	0	ICG	151490
N=1											
2008-11	*	TANK-210CI	CONTINENTAL GRAIN COMPANY	41156	86/04/09	1	86/04/09	0	1	USLX	22147
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41186	86/04/09	1	86/04/09	0	1	USLX	22177
N=2											
2008-12	*	TANK-210CI	CONTINENTAL GRAIN COMPANY	39535	86/05/12	1	86/05/12	0	1	USLX	21839
		TANK-210CI	CONTINENTAL GRAIN COMPANY	39546	86/05/12	1	86/05/12	0	1	USLX	21850
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41091	86/05/12	1	86/05/12	0	1	USLX	22025
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41093	86/05/12	1	86/05/12	0	1	USLX	22027
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41117	86/05/12	1	86/05/12	0	1	USLX	22108
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41131	86/05/12	1	86/05/12	0	1	USLX	22122
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41146	86/05/12	1	86/05/12	0	1	USLX	22137
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41148	86/05/12	1	86/05/12	0	1	USLX	22139
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41198	86/05/12	1	86/05/12	0	1	USLX	22189
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41504	86/05/12	1	86/05/12	0	1	USLX	22201
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41531	86/05/12	1	86/05/12	0	1	USLX	22228
N=11											
2023-13	*	FLAT-FBS	FERDINAND RAILROAD	42129	83/07/01	13	85/10/16	0	6	FRDN	6501
		FLAT-FBS	FERDINAND RAILROAD	42130	83/07/01	13	85/10/16	0	6	FRDN	6502
		FLAT-FBS	FERDINAND RAILROAD	42192	83/07/01	13	85/10/16	0	6	FRDN	6504
N=3											
2069-03	*	COV HOP-LO	DOW CHEMICAL CORPORATION	42267	84/03/30	3	86/04/24	0	6	ERLX	6192
		COV HOP-LO	DOW CHEMICAL CORPORATION	42269	84/03/30	3	86/04/24	0	6	ERLX	6201
		COV HOP-LO	DOW CHEMICAL CORPORATION	42271	84/03/30	3	86/04/24	0	6	ERLX	6205
		COV HOP-LO	DOW CHEMICAL CORPORATION	42274	84/03/30	3	86/04/24	0	6	ERLX	6209
		COV HOP-LO	DOW CHEMICAL CORPORATION	42251	84/03/30	3	86/04/24	0	6	ERLX	6210
		COV HOP-LO	DOW CHEMICAL CORPORATION	42252	84/03/30	3	86/04/24	0	6	ERLX	6212
		COV HOP-LO	DOW CHEMICAL CORPORATION	42275	84/03/30	3	86/04/24	0	6	ERLX	6216
		COV HOP-LO	DOW CHEMICAL CORPORATION	42277	84/03/30	3	86/04/24	0	6	ERLX	6218
		COV HOP-LO	DOW CHEMICAL CORPORATION	42254	84/03/30	3	86/04/24	0	6	ERLX	6222
N=9											

E X H I B I T A
COLLATERAL ADDITIONS
MAY 31, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40641	84/09/01	1	84/09/01	1	0	FRDN	100100
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40642	84/09/01	1	84/09/01	1	0	FRDN	100101
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40643	84/09/01	1	84/09/01	1	0	FRDN	100102
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40645	84/09/01	1	84/09/01	1	0	FRDN	100104
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40646	84/09/01	1	84/09/01	1	0	FRDN	100105
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40648	84/09/01	1	84/09/01	1	0	FRDN	100107
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40649	84/09/01	1	84/09/01	1	0	FRDN	100108
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40653	84/09/01	1	84/09/01	1	0	FRDN	100112
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40656	84/09/01	1	84/09/01	1	0	FRDN	100115
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40664	84/09/01	1	84/09/01	1	0	FRDN	100123
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40667	84/09/01	1	84/09/01	1	0	FRDN	100126
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40668	84/09/01	1	84/09/01	1	0	FRDN	100127
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40669	84/09/01	1	84/09/01	1	0	FRDN	100128
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40676	84/09/01	1	84/09/01	1	0	FRDN	100135
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40679	84/09/01	1	84/09/01	1	0	FRDN	100138
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40681	84/09/01	1	84/09/01	1	0	FRDN	100140
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40683	84/09/01	1	84/09/01	1	0	FRDN	100142
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40688	84/09/01	1	84/09/01	1	0	FRDN	100147
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40691	84/09/01	1	84/09/01	1	0	FRDN	100150
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40692	84/09/01	1	84/09/01	1	0	FRDN	100151
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40693	84/09/01	1	84/09/01	1	0	FRDN	100152
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40694	84/09/01	1	84/09/01	1	0	FRDN	100153
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40696	84/09/01	1	84/09/01	1	0	FRDN	100155
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40698	84/09/01	1	84/09/01	1	0	FRDN	100157
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40894	84/09/01	1	84/09/01	1	0	FRDN	100159
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40895	84/09/01	1	84/09/01	1	0	FRDN	100160
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40896	84/09/01	1	84/09/01	1	0	FRDN	100161
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40899	84/09/01	1	84/09/01	1	0	FRDN	100164
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	FRDN	100165
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	FRDN	100166
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	FRDN	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40903	84/09/01	1	84/09/01	1	0	FRDN	100168
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	FRDN	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40915	84/09/01	1	84/09/01	1	0	FRDN	100180
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40916	84/09/01	1	84/09/01	1	0	FRDN	100181
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40921	84/09/01	1	84/09/01	1	0	FRDN	100186
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40922	84/09/01	1	84/09/01	1	0	FRDN	100187
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40923	84/09/01	1	84/09/01	1	0	FRDN	100188
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40924	84/09/01	1	84/09/01	1	0	FRDN	100189
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40925	84/09/01	1	84/09/01	1	0	FRDN	100190
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40932	84/09/01	1	84/09/01	1	0	FRDN	100196
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40941	84/09/01	1	84/09/01	1	0	FRDN	100205
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40946	84/09/01	1	84/09/01	1	0	FRDN	100210
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40953	84/09/01	1	84/09/01	1	0	FRDN	100217
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40954	84/09/01	1	84/09/01	1	0	FRDN	100218
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40956	84/09/01	1	84/09/01	1	0	FRDN	100220
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40957	84/09/01	1	84/09/01	1	0	FRDN	100221
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40962	84/09/01	1	84/09/01	1	0	FRDN	100226
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40963	84/09/01	1	84/09/01	1	0	FRDN	100227
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40967	84/09/01	1	84/09/01	1	0	FRDN	100231
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40980	84/09/01	1	84/09/01	1	0	FRDN	100244
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40987	84/09/01	1	84/09/01	1	0	FRDN	100251

E X H I B I T A
COLLATERAL ADDITIONS
MAY 31, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40989	84/09/01	1	84/09/01	1	0	FRDN	100253
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40997	84/09/01	1	84/09/01	1	0	FRDN	100261
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41001	84/09/01	1	84/09/01	1	0	FRDN	100265
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41003	84/09/01	1	84/09/01	1	0	FRDN	100267
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41005	84/09/01	1	84/09/01	1	0	FRDN	100269
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41006	84/09/01	1	84/09/01	1	0	FRDN	100270
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41010	84/09/01	1	84/09/01	1	0	FRDN	100274
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41032	84/09/01	1	84/09/01	1	0	FRDN	100296
N=60											
2088-01	#	COV HOP-LO	LEASE POOL	15569	0/00/00	0	0/00/00	0	0	USLX	131010
		COV HOP-LO	LEASE POOL	15595	0/00/00	0	0/00/00	0	0	USLX	131038
		COV HOP-LO	LEASE POOL	15603	0/00/00	0	0/00/00	0	0	USLX	131046
		COV HOP-LO	LEASE POOL	15610	0/00/00	0	0/00/00	0	0	USLX	131053
		COV HOP-LO	LEASE POOL	15613	0/00/00	0	0/00/00	0	0	USLX	131057
		COV HOP-LO	LEASE POOL	15528	0/00/00	0	0/00/00	0	0	USLX	439714
		COV HOP-LO	LEASE POOL	15573	0/00/00	0	0/00/00	0	0	USLX	439763
		COV HOP-LO	LEASE POOL	15591	0/00/00	0	0/00/00	0	0	USLX	439779
		COV HOP-LO	LEASE POOL	15606	0/00/00	0	0/00/00	0	0	USLX	439792
		COV HOP-LO	LEASE POOL	15607	0/00/00	0	0/00/00	0	0	USLX	439793
N=10											
2093-33	#	COV HOP-LO	LEASE POOL	23864	0/00/00	0	0/00/00	0	0	USLX	4804
		COV HOP-LO	LEASE POOL	24172	0/00/00	0	0/00/00	0	0	USLX	7520
N=2											
2094-04	*	BOX-XF	IOWA INTERSTATE RAILROAD CO	22029	84/09/17	4	84/09/17	1	1	MRCX	5007
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22032	84/09/17	4	84/09/17	1	1	MRCX	5010
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22036	84/09/17	4	84/09/17	1	1	MRCX	5014
N=3											
2104-01	#	REFRIG-RBL	LEASE POOL	17594	0/00/00	0	0/00/00	0	0	USLX	10199
		REFRIG-RBL	LEASE POOL	17601	0/00/00	0	0/00/00	0	0	USLX	10211
N=2											

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1986

LOT NUMBER	*	CAR #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2140-01												
			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
N= 2												
2148-01	*		COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37442	86/05/02	1	86/05/02	1	0	USLX	26529
			COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37443	86/05/02	1	86/05/02	1	0	USLX	26530
			COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37444	86/05/02	1	86/05/02	1	0	USLX	26531
			COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37445	86/05/02	1	86/05/02	1	0	USLX	26532
			COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37446	86/05/02	1	86/05/02	1	0	USLX	26533
N=5												

Total Collateral Additions 5/86 = 110

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1800-00	*	COV HOP-LO	LEASE POOL	37444	0/00/00	0	0/00/00	0	0	USLX	26531
		COV HOP-LO	LEASE POOL	37445	0/00/00	0	0/00/00	0	0	USLX	26532
		COV HOP-LO	LEASE POOL	37446	0/00/00	0	0/00/00	0	0	USLX	26533
N=3											
1844-04	*	COV HOP-LO	VISTA POLYMERS, INC	42267	80/03/18	4	83/12/01	2	2	ERLX	6192
		COV HOP-LO	VISTA POLYMERS, INC	42269	80/03/18	4	83/12/01	2	2	ERLX	6201
		COV HOP-LO	VISTA POLYMERS, INC	42271	80/03/18	4	83/12/01	2	2	ERLX	6205
		COV HOP-LO	VISTA POLYMERS, INC	42274	80/03/18	4	83/12/01	2	2	ERLX	6209
		COV HOP-LO	VISTA POLYMERS, INC	42251	80/03/18	4	83/12/01	2	2	ERLX	6210
		COV HOP-LO	VISTA POLYMERS, INC	42252	80/03/18	4	83/12/01	2	2	ERLX	6212
		COV HOP-LO	VISTA POLYMERS, INC	42275	80/03/18	4	83/12/01	2	2	ERLX	6216
		COV HOP-LO	VISTA POLYMERS, INC	42277	80/03/18	4	83/12/01	2	2	ERLX	6218
		COV HOP-LO	VISTA POLYMERS, INC	42254	80/03/18	4	83/12/01	2	2	ERLX	6222
N=9											
1983-03	*	BOX-XLI	ILLINOIS CENTRAL GULF RR	39424	82/07/30	3	85/04/29	2	0	LNAC	5991
N=1											
2039-02	*	COV HOP-LO	LEASE POOL	37442	0/00/00	0	0/00/00	0	0	USLX	26529
		COV HOP-LO	LEASE POOL	37443	0/00/00	0	0/00/00	0	0	USLX	26530
N=2											
2068-01	*	FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42129	83/12/19	1	83/12/19	1	0	MDW	1231
		FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42130	83/12/19	1	83/12/19	1	0	MDW	1232
		FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42192	83/12/19	1	83/12/19	1	0	MDW	1234
N=3											
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40641	84/09/01	1	84/09/01	1	0	USLX	100100
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40642	84/09/01	1	84/09/01	1	0	USLX	100101
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40643	84/09/01	1	84/09/01	1	0	USLX	100102
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40645	84/09/01	1	84/09/01	1	0	USLX	100104
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40646	84/09/01	1	84/09/01	1	0	USLX	100105
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40648	84/09/01	1	84/09/01	1	0	USLX	100107
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40649	84/09/01	1	84/09/01	1	0	USLX	100108
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40653	84/09/01	1	84/09/01	1	0	USLX	100112
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40656	84/09/01	1	84/09/01	1	0	USLX	100115
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40664	84/09/01	1	84/09/01	1	0	USLX	100123
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40667	84/09/01	1	84/09/01	1	0	USLX	100126
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40668	84/09/01	1	84/09/01	1	0	USLX	100127
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40669	84/09/01	1	84/09/01	1	0	USLX	100128
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40676	84/09/01	1	84/09/01	1	0	USLX	100135

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

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2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40679	84/09/01	1	84/09/01	1	0	USLX	100138
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40681	84/09/01	1	84/09/01	1	0	USLX	100140
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40683	84/09/01	1	84/09/01	1	0	USLX	100142
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40688	84/09/01	1	84/09/01	1	0	USLX	100147
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40691	84/09/01	1	84/09/01	1	0	USLX	100150
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40692	84/09/01	1	84/09/01	1	0	USLX	100151
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40693	84/09/01	1	84/09/01	1	0	USLX	100152
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40694	84/09/01	1	84/09/01	1	0	USLX	100153
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40696	84/09/01	1	84/09/01	1	0	USLX	100155
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40698	84/09/01	1	84/09/01	1	0	USLX	100157
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40894	84/09/01	1	84/09/01	1	0	USLX	100159
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40895	84/09/01	1	84/09/01	1	0	USLX	100160
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40896	84/09/01	1	84/09/01	1	0	USLX	100161
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40899	84/09/01	1	84/09/01	1	0	USLX	100164
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	USLX	100165
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	USLX	100166
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	USLX	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40903	84/09/01	1	84/09/01	1	0	USLX	100168
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	USLX	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40915	84/09/01	1	84/09/01	1	0	USLX	100180
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40916	84/09/01	1	84/09/01	1	0	USLX	100181
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40921	84/09/01	1	84/09/01	1	0	USLX	100186
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40922	84/09/01	1	84/09/01	1	0	USLX	100187
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40923	84/09/01	1	84/09/01	1	0	USLX	100188
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40924	84/09/01	1	84/09/01	1	0	USLX	100189
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40925	84/09/01	1	84/09/01	1	0	USLX	100190
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40932	84/09/01	1	84/09/01	1	0	USLX	100196
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40941	84/09/01	1	84/09/01	1	0	USLX	100205
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40946	84/09/01	1	84/09/01	1	0	USLX	100210
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40953	84/09/01	1	84/09/01	1	0	USLX	100217
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40954	84/09/01	1	84/09/01	1	0	USLX	100218
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40956	84/09/01	1	84/09/01	1	0	USLX	100220
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40957	84/09/01	1	84/09/01	1	0	USLX	100221
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40962	84/09/01	1	84/09/01	1	0	USLX	100226
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40963	84/09/01	1	84/09/01	1	0	USLX	100227
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40967	84/09/01	1	84/09/01	1	0	USLX	100231
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40980	84/09/01	1	84/09/01	1	0	USLX	100244
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40987	84/09/01	1	84/09/01	1	0	USLX	100251
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40989	84/09/01	1	84/09/01	1	0	USLX	100253
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40997	84/09/01	1	84/09/01	1	0	USLX	100261
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41001	84/09/01	1	84/09/01	1	0	USLX	100265
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41003	84/09/01	1	84/09/01	1	0	USLX	100267
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41005	84/09/01	1	84/09/01	1	0	USLX	100269
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41006	84/09/01	1	84/09/01	1	0	USLX	100270
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41010	84/09/01	1	84/09/01	1	0	USLX	100274
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41032	84/09/01	1	84/09/01	1	0	USLX	100296

N=60

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2088-01	*	COV HOP-LO	CANADIAN PACIFIC LTD	15569	84/08/01	1	84/08/01	2	8	USLX	131010
		COV HOP-LO	CANADIAN PACIFIC LTD	15595	84/08/01	1	84/08/01	2	8	USLX	131038
		COV HOP-LO	CANADIAN PACIFIC LTD	15603	84/08/01	1	84/08/01	2	8	USLX	131046
		COV HOP-LO	CANADIAN PACIFIC LTD	15610	84/08/01	1	84/08/01	2	8	USLX	131053
		COV HOP-LO	CANADIAN PACIFIC LTD	15613	84/08/01	1	84/08/01	2	8	USLX	131057
		COV HOP-LO	CANADIAN PACIFIC LTD	15528	84/08/01	1	84/08/01	2	8	USLX	439714
		COV HOP-LO	CANADIAN PACIFIC LTD	15573	84/08/01	1	84/08/01	2	8	USLX	439763
		COV HOP-LO	CANADIAN PACIFIC LTD	15591	84/08/01	1	84/08/01	2	8	USLX	439779
		COV HOP-LO	CANADIAN PACIFIC LTD	15606	84/08/01	1	84/08/01	2	8	USLX	439792
		COV HOP-LO	CANADIAN PACIFIC LTD	15607	84/08/01	1	84/08/01	2	8	USLX	439793
N=10											
2093-33	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	23864	85/04/22	3	85/10/31	0	1	USLX	4804
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	24172	85/04/22	3	85/10/31	0	1	USLX	7520
N=2											
2094-04	*	BOX-XF	IOWA INTERSTATE RAILROAD CO	22029	84/09/17	4	84/09/17	1	1	IAIS	5007
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22032	84/09/17	4	84/09/17	1	1	IAIS	5010
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22036	84/09/17	4	84/09/17	1	1	IAIS	5014
N=3											
2104-01	*	REFRIG-RBL	GRAND TRUNK WESTERN RR	17594	84/12/27	1	84/12/27	0	1	USLX	10199
		REFRIG-RBL	GRAND TRUNK WESTERN RR	17601	84/12/27	1	84/12/27	0	1	USLX	10211
N=2											
2140-01	*	TANK-210CI	BUNGE CORPORATION	39535	86/02/06	1	86/02/06	0	2	USLX	21839
		TANK-210CI	BUNGE CORPORATION	41091	86/02/06	1	86/02/06	0	2	USLX	22025
		TANK-210CI	BUNGE CORPORATION	41117	86/02/06	1	86/02/06	0	2	USLX	22109
		TANK-210CI	BUNGE CORPORATION	41139	86/02/06	1	86/02/06	0	2	USLX	22130
		TANK-210CI	BUNGE CORPORATION	41141	86/02/06	1	86/02/06	0	2	USLX	22132
		TANK-210CI	BUNGE CORPORATION	41146	86/02/06	1	86/02/06	0	2	USLX	22137
		TANK-210CI	BUNGE CORPORATION	41156	86/02/06	1	86/02/06	0	2	USLX	22147
		TANK-210CI	BUNGE CORPORATION	41198	86/02/06	1	86/02/06	0	2	USLX	22189
		TANK-210CI	BUNGE CORPORATION	41504	86/02/06	1	86/02/06	0	2	USLX	22201
		TANK-210CI	BUNGE CORPORATION	41531	86/02/06	1	86/02/06	0	2	USLX	22228
N=10											

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2140-01	#										
		TANK-210CI	LEASE POOL	39546	0/00/00	0	0/00/00	0	0	USLX	21850
		TANK-210CI	LEASE POOL	41093	0/00/00	0	0/00/00	0	0	USLX	22027
		TANK-210CI	LEASE POOL	41131	0/00/00	0	0/00/00	0	0	USLX	22122
		TANK-210CI	LEASE POOL	41148	0/00/00	0	0/00/00	0	0	USLX	22139
		TANK-210CI	LEASE POOL	41186	0/00/00	0	0/00/00	0	0	USLX	22177

N= 5

Total Collateral Deletions 5/86 = 110

14059-S 999

Filed 1425

JUL 8 1986 -10 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of June, 1986, 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: _____
Vice President

MANUFACTURERS HANOVER TRUST COMPANY, as Agent

By: _____
Vice President

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).

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 1 day of June, 1986.

Robert Sherman
Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES AUG 2,1987
ISSUED THRU ILL. NOTARY ASSOC.

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 26th day of June, 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

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1986

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	39424	82/07/30	3	85/04/29	2	0	ICG	151490
N=1											
2008-11	*	TANK-210CI	CONTINENTAL GRAIN COMPANY	41156	86/04/09	1	86/04/09	0	1	UGLX	22147
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41186	86/04/09	1	86/04/09	0	1	UGLX	22177
N=2											
2008-12	*	TANK-210CI	CONTINENTAL GRAIN COMPANY	39535	86/05/12	1	86/05/12	0	1	UGLX	21839
		TANK-210CI	CONTINENTAL GRAIN COMPANY	39546	86/05/12	1	86/05/12	0	1	UGLX	21850
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41091	86/05/12	1	86/05/12	0	1	UGLX	22025
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41093	86/05/12	1	86/05/12	0	1	UGLX	22027
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41117	86/05/12	1	86/05/12	0	1	UGLX	22108
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41131	86/05/12	1	86/05/12	0	1	UGLX	22122
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41146	86/05/12	1	86/05/12	0	1	UGLX	22137
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41148	86/05/12	1	86/05/12	0	1	UGLX	22139
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41198	86/05/12	1	86/05/12	0	1	UGLX	22189
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41504	86/05/12	1	86/05/12	0	1	UGLX	22201
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41531	86/05/12	1	86/05/12	0	1	UGLX	22228
N=11											
2023-13	*	FLAT-FBS	FERDINAND RAILROAD	42129	83/07/01	13	85/10/16	0	6	FRDN	6501
		FLAT-FBS	FERDINAND RAILROAD	42130	83/07/01	13	85/10/16	0	6	FRDN	6502
		FLAT-FBS	FERDINAND RAILROAD	42192	83/07/01	13	85/10/16	0	6	FRDN	6504
N=3											
2069-03	*	COV HOP-LO	DOW CHEMICAL CORPORATION	42267	84/03/30	3	86/04/24	0	6	ERLX	6192
		COV HOP-LO	DOW CHEMICAL CORPORATION	42269	84/03/30	3	86/04/24	0	6	ERLX	6201
		COV HOP-LO	DOW CHEMICAL CORPORATION	42271	84/03/30	3	86/04/24	0	6	ERLX	6205
		COV HOP-LO	DOW CHEMICAL CORPORATION	42274	84/03/30	3	86/04/24	0	6	ERLX	6209
		COV HOP-LO	DOW CHEMICAL CORPORATION	42251	84/03/30	3	86/04/24	0	6	ERLX	6210
		COV HOP-LO	DOW CHEMICAL CORPORATION	42252	84/03/30	3	86/04/24	0	6	ERLX	6212
		COV HOP-LO	DOW CHEMICAL CORPORATION	42275	84/03/30	3	86/04/24	0	6	ERLX	6216
		COV HOP-LO	DOW CHEMICAL CORPORATION	42277	84/03/30	3	86/04/24	0	6	ERLX	6218
		COV HOP-LO	DOW CHEMICAL CORPORATION	42254	84/03/30	3	86/04/24	0	6	ERLX	6222
N=9											

E X H I B I T A
COLLATERAL ADDITIONS
MAY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40641	84/09/01	1	84/09/01	1	0	FRDN	100100
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40642	84/09/01	1	84/09/01	1	0	FRDN	100101
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40643	84/09/01	1	84/09/01	1	0	FRDN	100102
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40645	84/09/01	1	84/09/01	1	0	FRDN	100104
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40646	84/09/01	1	84/09/01	1	0	FRDN	100105
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40648	84/09/01	1	84/09/01	1	0	FRDN	100107
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40649	84/09/01	1	84/09/01	1	0	FRDN	100108
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40653	84/09/01	1	84/09/01	1	0	FRDN	100112
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40656	84/09/01	1	84/09/01	1	0	FRDN	100115
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40664	84/09/01	1	84/09/01	1	0	FRDN	100123
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40667	84/09/01	1	84/09/01	1	0	FRDN	100126
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40668	84/09/01	1	84/09/01	1	0	FRDN	100127
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40669	84/09/01	1	84/09/01	1	0	FRDN	100128
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40676	84/09/01	1	84/09/01	1	0	FRDN	100135
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40679	84/09/01	1	84/09/01	1	0	FRDN	100138
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40681	84/09/01	1	84/09/01	1	0	FRDN	100140
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40683	84/09/01	1	84/09/01	1	0	FRDN	100142
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40688	84/09/01	1	84/09/01	1	0	FRDN	100147
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40691	84/09/01	1	84/09/01	1	0	FRDN	100150
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40692	84/09/01	1	84/09/01	1	0	FRDN	100151
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40693	84/09/01	1	84/09/01	1	0	FRDN	100152
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40694	84/09/01	1	84/09/01	1	0	FRDN	100153
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40696	84/09/01	1	84/09/01	1	0	FRDN	100155
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40698	84/09/01	1	84/09/01	1	0	FRDN	100157
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40894	84/09/01	1	84/09/01	1	0	FRDN	100159
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40895	84/09/01	1	84/09/01	1	0	FRDN	100160
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40896	84/09/01	1	84/09/01	1	0	FRDN	100161
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40899	84/09/01	1	84/09/01	1	0	FRDN	100164
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	FRDN	100165
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	FRDN	100166
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	FRDN	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40903	84/09/01	1	84/09/01	1	0	FRDN	100168
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	FRDN	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40915	84/09/01	1	84/09/01	1	0	FRDN	100180
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40916	84/09/01	1	84/09/01	1	0	FRDN	100181
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40921	84/09/01	1	84/09/01	1	0	FRDN	100186
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40922	84/09/01	1	84/09/01	1	0	FRDN	100187
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40923	84/09/01	1	84/09/01	1	0	FRDN	100188
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40924	84/09/01	1	84/09/01	1	0	FRDN	100189
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40925	84/09/01	1	84/09/01	1	0	FRDN	100190
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40932	84/09/01	1	84/09/01	1	0	FRDN	100196
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40941	84/09/01	1	84/09/01	1	0	FRDN	100205
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40946	84/09/01	1	84/09/01	1	0	FRDN	100210
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40953	84/09/01	1	84/09/01	1	0	FRDN	100217
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40954	84/09/01	1	84/09/01	1	0	FRDN	100218
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40956	84/09/01	1	84/09/01	1	0	FRDN	100220
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40957	84/09/01	1	84/09/01	1	0	FRDN	100221
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40962	84/09/01	1	84/09/01	1	0	FRDN	100226
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40963	84/09/01	1	84/09/01	1	0	FRDN	100227
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40967	84/09/01	1	84/09/01	1	0	FRDN	100231
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40980	84/09/01	1	84/09/01	1	0	FRDN	100244
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40987	84/09/01	1	84/09/01	1	0	FRDN	100251

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40989	84/09/01	1	84/09/01	1	0	FRDN	100253
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40997	84/09/01	1	84/09/01	1	0	FRDN	100261
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41001	84/09/01	1	84/09/01	1	0	FRDN	100265
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41003	84/09/01	1	84/09/01	1	0	FRDN	100267
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41005	84/09/01	1	84/09/01	1	0	FRDN	100269
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41006	84/09/01	1	84/09/01	1	0	FRDN	100270
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41010	84/09/01	1	84/09/01	1	0	FRDN	100274
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41032	84/09/01	1	84/09/01	1	0	FRDN	100296
N=60											
2088-01	#	COV HOP-LO	LEASE POOL	15569	0/00/00	0	0/00/00	0	0	USLX	131010
		COV HOP-LO	LEASE POOL	15595	0/00/00	0	0/00/00	0	0	USLX	131038
		COV HOP-LO	LEASE POOL	15603	0/00/00	0	0/00/00	0	0	USLX	131046
		COV HOP-LO	LEASE POOL	15610	0/00/00	0	0/00/00	0	0	USLX	131053
		COV HOP-LO	LEASE POOL	15613	0/00/00	0	0/00/00	0	0	USLX	131057
		COV HOP-LO	LEASE POOL	15528	0/00/00	0	0/00/00	0	0	USLX	439714
		COV HOP-LO	LEASE POOL	15573	0/00/00	0	0/00/00	0	0	USLX	439763
		COV HOP-LO	LEASE POOL	15591	0/00/00	0	0/00/00	0	0	USLX	439779
		COV HOP-LO	LEASE POOL	15606	0/00/00	0	0/00/00	0	0	USLX	439792
		COV HOP-LO	LEASE POOL	15607	0/00/00	0	0/00/00	0	0	USLX	439793
N=10											
2093-33	#	COV HOP-LO	LEASE POOL	23864	0/00/00	0	0/00/00	0	0	USLX	4804
		COV HOP-LO	LEASE POOL	24172	0/00/00	0	0/00/00	0	0	USLX	7520
N=2											
2094-04	*	BOX-XF	IOWA INTERSTATE RAILROAD CO	22029	84/09/17	4	84/09/17	1	1	MRCX	5007
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22032	84/09/17	4	84/09/17	1	1	MRCX	5010
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22036	84/09/17	4	84/09/17	1	1	MRCX	5014
N=3											
2104-01	#	REFRIG-RBL	LEASE POOL	17594	0/00/00	0	0/00/00	0	0	USLX	10199
		REFRIG-RBL	LEASE POOL	17601	0/00/00	0	0/00/00	0	0	USLX	10211
N=2											

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2140-01											
		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
N= 2											
2148-01	*	COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37442	86/05/02	1	86/05/02	1	0	USLX	26529
		COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37443	86/05/02	1	86/05/02	1	0	USLX	26530
		COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37444	86/05/02	1	86/05/02	1	0	USLX	26531
		COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37445	86/05/02	1	86/05/02	1	0	USLX	26532
		COV HOP-LO	MID IOWA COOPERATIVE OF YALE IOWA	37446	86/05/02	1	86/05/02	1	0	USLX	26533
N=5											

Total Collateral Additions 5/86 = 110

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1800-00	#	COV HOP-LO	LEASE POOL	37444	0/00/00	0	0/00/00	0	0	USLX	26531
		COV HOP-LO	LEASE POOL	37445	0/00/00	0	0/00/00	0	0	USLX	26532
		COV HOP-LO	LEASE POOL	37446	0/00/00	0	0/00/00	0	0	USLX	26533
N=3											
1844-04	*	COV HOP-LO	VISTA POLYMERS, INC	42267	80/03/18	4	83/12/01	2	2	ERLX	6192
		COV HOP-LO	VISTA POLYMERS, INC	42269	80/03/18	4	83/12/01	2	2	ERLX	6201
		COV HOP-LO	VISTA POLYMERS, INC	42271	80/03/18	4	83/12/01	2	2	ERLX	6205
		COV HOP-LO	VISTA POLYMERS, INC	42274	80/03/18	4	83/12/01	2	2	ERLX	6209
		COV HOP-LO	VISTA POLYMERS, INC	42251	80/03/18	4	83/12/01	2	2	ERLX	6210
		COV HOP-LO	VISTA POLYMERS, INC	42252	80/03/18	4	83/12/01	2	2	ERLX	6212
		COV HOP-LO	VISTA POLYMERS, INC	42275	80/03/18	4	83/12/01	2	2	ERLX	6216
		COV HOP-LO	VISTA POLYMERS, INC	42277	80/03/18	4	83/12/01	2	2	ERLX	6218
		COV HOP-LO	VISTA POLYMERS, INC	42254	80/03/18	4	83/12/01	2	2	ERLX	6222
N=9											
1983-03	*	BOX-XLI	ILLINOIS CENTRAL GULF RR	39424	82/07/30	3	85/04/29	2	0	LNAC	5991
N=1											
2039-02	#	COV HOP-LO	LEASE POOL	37442	0/00/00	0	0/00/00	0	0	USLX	26529
		COV HOP-LO	LEASE POOL	37443	0/00/00	0	0/00/00	0	0	USLX	26530
N=2											
2068-01	*	FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42129	83/12/19	1	83/12/19	1	0	MDW	1231
		FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42130	83/12/19	1	83/12/19	1	0	MDW	1232
		FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42192	83/12/19	1	83/12/19	1	0	MDW	1234
N=3											
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40641	84/09/01	1	84/09/01	1	0	USLX	100100
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40642	84/09/01	1	84/09/01	1	0	USLX	100101
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40643	84/09/01	1	84/09/01	1	0	USLX	100102
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40645	84/09/01	1	84/09/01	1	0	USLX	100104
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40646	84/09/01	1	84/09/01	1	0	USLX	100105
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40648	84/09/01	1	84/09/01	1	0	USLX	100107
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40649	84/09/01	1	84/09/01	1	0	USLX	100108
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40653	84/09/01	1	84/09/01	1	0	USLX	100112
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40656	84/09/01	1	84/09/01	1	0	USLX	100115
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40664	84/09/01	1	84/09/01	1	0	USLX	100123
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40667	84/09/01	1	84/09/01	1	0	USLX	100126
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40668	84/09/01	1	84/09/01	1	0	USLX	100127
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40669	84/09/01	1	84/09/01	1	0	USLX	100128
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40676	84/09/01	1	84/09/01	1	0	USLX	100135

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40679	84/09/01	1	84/09/01	1	0	USLX	100138
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40681	84/09/01	1	84/09/01	1	0	USLX	100140
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40683	84/09/01	1	84/09/01	1	0	USLX	100142
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40688	84/09/01	1	84/09/01	1	0	USLX	100147
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40691	84/09/01	1	84/09/01	1	0	USLX	100150
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40692	84/09/01	1	84/09/01	1	0	USLX	100151
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40693	84/09/01	1	84/09/01	1	0	USLX	100152
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40694	84/09/01	1	84/09/01	1	0	USLX	100153
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40696	84/09/01	1	84/09/01	1	0	USLX	100155
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40698	84/09/01	1	84/09/01	1	0	USLX	100157
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40894	84/09/01	1	84/09/01	1	0	USLX	100159
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40895	84/09/01	1	84/09/01	1	0	USLX	100160
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40896	84/09/01	1	84/09/01	1	0	USLX	100161
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40899	84/09/01	1	84/09/01	1	0	USLX	100164
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	USLX	100165
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	USLX	100166
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	USLX	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40903	84/09/01	1	84/09/01	1	0	USLX	100168
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	USLX	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40915	84/09/01	1	84/09/01	1	0	USLX	100180
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40916	84/09/01	1	84/09/01	1	0	USLX	100181
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40921	84/09/01	1	84/09/01	1	0	USLX	100186
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40922	84/09/01	1	84/09/01	1	0	USLX	100187
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40923	84/09/01	1	84/09/01	1	0	USLX	100188
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40924	84/09/01	1	84/09/01	1	0	USLX	100189
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40925	84/09/01	1	84/09/01	1	0	USLX	100190
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40932	84/09/01	1	84/09/01	1	0	USLX	100196
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40941	84/09/01	1	84/09/01	1	0	USLX	100205
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40946	84/09/01	1	84/09/01	1	0	USLX	100210
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40953	84/09/01	1	84/09/01	1	0	USLX	100217
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40954	84/09/01	1	84/09/01	1	0	USLX	100218
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40956	84/09/01	1	84/09/01	1	0	USLX	100220
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40957	84/09/01	1	84/09/01	1	0	USLX	100221
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40962	84/09/01	1	84/09/01	1	0	USLX	100226
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40963	84/09/01	1	84/09/01	1	0	USLX	100227
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40967	84/09/01	1	84/09/01	1	0	USLX	100231
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40980	84/09/01	1	84/09/01	1	0	USLX	100244
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40987	84/09/01	1	84/09/01	1	0	USLX	100251
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40989	84/09/01	1	84/09/01	1	0	USLX	100253
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40997	84/09/01	1	84/09/01	1	0	USLX	100261
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41001	84/09/01	1	84/09/01	1	0	USLX	100265
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41003	84/09/01	1	84/09/01	1	0	USLX	100267
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41005	84/09/01	1	84/09/01	1	0	USLX	100269
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41006	84/09/01	1	84/09/01	1	0	USLX	100270
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41010	84/09/01	1	84/09/01	1	0	USLX	100274
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41032	84/09/01	1	84/09/01	1	0	USLX	100296

N=60

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2088-01	*	COV HOP-LO	CANADIAN PACIFIC LTD	15569	84/08/01	1	84/08/01	2	8	USLX	131010
		COV HOP-LO	CANADIAN PACIFIC LTD	15595	84/08/01	1	84/08/01	2	8	USLX	131038
		COV HOP-LO	CANADIAN PACIFIC LTD	15603	84/08/01	1	84/08/01	2	8	USLX	131046
		COV HOP-LO	CANADIAN PACIFIC LTD	15610	84/08/01	1	84/08/01	2	8	USLX	131053
		COV HOP-LO	CANADIAN PACIFIC LTD	15613	84/08/01	1	84/08/01	2	8	USLX	131057
		COV HOP-LO	CANADIAN PACIFIC LTD	15528	84/08/01	1	84/08/01	2	8	USLX	439714
		COV HOP-LO	CANADIAN PACIFIC LTD	15573	84/08/01	1	84/08/01	2	8	USLX	439763
		COV HOP-LO	CANADIAN PACIFIC LTD	15591	84/08/01	1	84/08/01	2	8	USLX	439779
		COV HOP-LO	CANADIAN PACIFIC LTD	15606	84/08/01	1	84/08/01	2	8	USLX	439792
		COV HOP-LO	CANADIAN PACIFIC LTD	15607	84/08/01	1	84/08/01	2	8	USLX	439793
N=10											
2093-33	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	23864	85/04/22	3	85/10/31	0	1	USLX	4804
		COV HOP-LO	IOWA INTERSTATE RAILROAD CO	24172	85/04/22	3	85/10/31	0	1	USLX	7520
N=2											
2094-04	*	BOX-XF	IOWA INTERSTATE RAILROAD CO	22029	84/09/17	4	84/09/17	1	1	IAIS	5007
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22032	84/09/17	4	84/09/17	1	1	IAIS	5010
		BOX-XF	IOWA INTERSTATE RAILROAD CO	22036	84/09/17	4	84/09/17	1	1	IAIS	5014
N=3											
2104-01	*	REFRIG-RBL	GRAND TRUNK WESTERN RR	17594	84/12/27	1	84/12/27	0	1	USLX	10199
		REFRIG-RBL	GRAND TRUNK WESTERN RR	17601	84/12/27	1	84/12/27	0	1	USLX	10211
N=2											
2140-01	*	TANK-210CI	BUNGE CORPORATION	39535	86/02/06	1	86/02/06	0	2	USLX	21839
		TANK-210CI	BUNGE CORPORATION	41091	86/02/06	1	86/02/06	0	2	USLX	22025
		TANK-210CI	BUNGE CORPORATION	41117	86/02/06	1	86/02/06	0	2	USLX	22108
		TANK-210CI	BUNGE CORPORATION	41139	86/02/06	1	86/02/06	0	2	USLX	22130
		TANK-210CI	BUNGE CORPORATION	41141	86/02/06	1	86/02/06	0	2	USLX	22132
		TANK-210CI	BUNGE CORPORATION	41146	86/02/06	1	86/02/06	0	2	USLX	22137
		TANK-210CI	BUNGE CORPORATION	41156	86/02/06	1	86/02/06	0	2	USLX	22147
		TANK-210CI	BUNGE CORPORATION	41198	86/02/06	1	86/02/06	0	2	USLX	22189
		TANK-210CI	BUNGE CORPORATION	41504	86/02/06	1	86/02/06	0	2	USLX	22201
		TANK-210CI	BUNGE CORPORATION	41531	86/02/06	1	86/02/06	0	2	USLX	22228
N=10											

E X H I B I T B
COLLATERAL DELETIONS
MAY 31, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2140-01	#										
		TANK-210CI	LEASE POOL	39546	0/00/00	0	0/00/00	0	0	USLX	21850
		TANK-210CI	LEASE POOL	41093	0/00/00	0	0/00/00	0	0	USLX	22027
		TANK-210CI	LEASE POOL	41131	0/00/00	0	0/00/00	0	0	USLX	22122
		TANK-210CI	LEASE POOL	41148	0/00/00	0	0/00/00	0	0	USLX	22139
		TANK-210CI	LEASE POOL	41186	0/00/00	0	0/00/00	0	0	USLX	22177

N= 5

Total Collateral Deletions 5/86 = 110