14059-HHHH

EVANS RAILCAR LEASING COMPANY
AFFILIATE OF EVANS TRANSPORTATION COMPANY
The East Tower, Suite 900 • 2550 Golf Road • Rolling Meadows, IL 60008 • 312/640-7000

No. 7-111A019
Date 14059-HHHH
Fee $ .....
ICC Washington, D. C.

RECORDATION NO. 14059-HHHH Filed & Recorded
APR 21 1987 12-10 PM
INTERSTATE COMMERCE COMMISSION

March 1, 1987

No. 7-111A029
APR 21 1987
Date .....
Fee $ 10.00
ICC Washington, D. C.

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 March 1, 1987. The parties to the Amendment are:

ICC OFFICE OF THE SECRETARY
APR 21 12 03 PM '87
MOTOR OPERATING UNIT

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 as ICC Recordation Number 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.

Counterpart - C.T. Kappler

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, sent 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

By: Frank C. Haulner
Assistant Secretary

Enclosures

COL

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

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

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

E X H I B I T A
COLLATERAL ADDITIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1429-00	* REFRIG-RBL	LEASE POOL	17457	0/00/00	0	0/00/00	0	0	USLX	10152
	REFRIG-RBL	LEASE POOL	17456	0/00/00	0	0/00/00	0	0	USLX	10155
	REFRIG-RBL	LEASE POOL	17459	0/00/00	0	0/00/00	0	0	USLX	10170
	REFRIG-RBL	LEASE POOL	17458	0/00/00	0	0/00/00	0	0	USLX	10186
	REFRIG-RBL	LEASE POOL	17477	0/00/00	0	0/00/00	0	0	USLX	10187
	REFRIG-RBL	LEASE POOL	17473	0/00/00	0	0/00/00	0	0	USLX	10269
N=6										
1542-16	* TANK-210CI	LEASE POOL	41167	0/00/00	0	0/00/00	0	0	USLX	22158
N=1										
1575-11	* TANK-235CI	LEASE POOL	40334	0/00/00	0	0/00/00	0	0	USLX	22039
	TANK-235CI	LEASE POOL	40566	0/00/00	0	0/00/00	0	0	USLX	22047
	TANK-235CI	LEASE POOL	40567	0/00/00	0	0/00/00	0	0	USLX	22048
N=3										
1605-25	* TANK-210CI	ALLIED CORPORATION	39526	78/03/22	25	87/02/19	2	0	USLX	21830
	TANK-210CI	ALLIED CORPORATION	39619	78/03/22	25	87/02/19	2	0	USLX	21971
	TANK-210CI	ALLIED CORPORATION	39630	78/03/22	25	87/02/19	2	0	USLX	21982
	TANK-210CI	ALLIED CORPORATION	39634	78/03/22	25	87/02/19	2	0	USLX	21986
	TANK-210CI	ALLIED CORPORATION	41076	78/03/22	25	87/02/19	2	0	USLX	22010
	TANK-210CI	ALLIED CORPORATION	41083	78/03/22	25	87/02/19	2	0	USLX	22017
	TANK-210CI	ALLIED CORPORATION	41089	78/03/22	25	87/02/19	2	0	USLX	22023
	TANK-210CI	ALLIED CORPORATION	41096	78/03/22	25	87/02/19	2	0	USLX	22030
	TANK-210CI	ALLIED CORPORATION	41110	78/03/22	25	87/02/19	2	0	USLX	22101
	TANK-210CI	ALLIED CORPORATION	41111	78/03/22	25	87/02/19	2	0	USLX	22102
	TANK-210CI	ALLIED CORPORATION	41118	78/03/22	25	87/02/19	2	0	USLX	22109
	TANK-210CI	ALLIED CORPORATION	41122	78/03/22	25	87/02/19	2	0	USLX	22113
	TANK-210CI	ALLIED CORPORATION	41146	78/03/22	25	87/02/19	2	0	USLX	22137
	TANK-210CI	ALLIED CORPORATION	41198	78/03/22	25	87/02/19	2	0	USLX	22189
N=14										
1635-20	* TANK-235CI	ROHM & HAAS CO	40562	78/08/10	20	86/11/18	3	0	USLX	22043
	TANK-235CI	ROHM & HAAS CO	40570	78/08/10	20	86/11/18	3	0	USLX	22051
N=2										
2008-17	* TANK-210CI	LEASE POOL	41091	0/00/00	0	0/00/00	0	0	USLX	22025
	TANK-210CI	LEASE POOL	41093	0/00/00	0	0/00/00	0	0	USLX	22027
	TANK-210CI	LEASE POOL	41186	0/00/00	0	0/00/00	0	0	USLX	22177
N=3										

E X H I B I T A
COLLATERAL ADDITIONS
FEBRUARY 28, 1987

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2008-18	*	TANK-210CI	CONTINENTAL GRAIN COMPANY	41113	87/01/07	18	87/01/07	0	3	USLX	22104
N=1											
2023-14	*	GONDOLA-GB	FERDINAND RAILROAD	37865	86/10/02	14	86/10/02	1	0	FRDN	41235
		GONDOLA-GB	FERDINAND RAILROAD	37897	86/10/02	14	86/10/02	1	0	FRDN	41238
		GONDOLA-GB	FERDINAND RAILROAD	37819	86/10/02	14	86/10/02	1	0	FRDN	41253
		GONDOLA-GB	FERDINAND RAILROAD	37827	86/10/02	14	86/10/02	1	0	FRDN	41257
		GONDOLA-GB	FERDINAND RAILROAD	37842	86/10/02	14	86/10/02	1	0	FRDN	41264
		GONDOLA-GB	FERDINAND RAILROAD	37844	86/10/02	14	86/10/02	1	0	FRDN	41266
		GONDOLA-GB	FERDINAND RAILROAD	37829	86/10/02	14	86/10/02	1	0	FRDN	41272
		GONDOLA-GB	FERDINAND RAILROAD	37833	86/10/02	14	86/10/02	1	0	FRDN	41274
		GONDOLA-GB	FERDINAND RAILROAD	37871	86/10/02	14	86/10/02	1	0	FRDN	41279
N=9											
2100-03	*	TANK-210CI	LEASE POOL	42310	0/00/00	0	0/00/00	0	0	USLX	22295
N=1											
2151-03	*	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15149	87/01/13	3	87/01/13	0	6	EELX	254
N=1											
2170-01	*	BOX-XF	CHICAGO RAIL LINK	17727	87/01/27	1	87/01/27	0	1	USLX	10027
N=1											
2171-01	*	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17724	87/01/27	1	87/01/27	1	0	USLX	10000
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17723	87/01/27	1	87/01/27	1	0	USLX	10001
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17750	87/01/27	1	87/01/27	1	0	USLX	10002
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17749	87/01/27	1	87/01/27	1	0	USLX	10003
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17748	87/01/27	1	87/01/27	1	0	USLX	10004
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17747	87/01/27	1	87/01/27	1	0	USLX	10005
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17746	87/01/27	1	87/01/27	1	0	USLX	10006
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17745	87/01/27	1	87/01/27	1	0	USLX	10007
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17743	87/01/27	1	87/01/27	1	0	USLX	10009
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17742	87/01/27	1	87/01/27	1	0	USLX	10010
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17740	87/01/27	1	87/01/27	1	0	USLX	10012
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17739	87/01/27	1	87/01/27	1	0	USLX	10013
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17738	87/01/27	1	87/01/27	1	0	USLX	10014
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17735	87/01/27	1	87/01/27	1	0	USLX	10017
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17734	87/01/27	1	87/01/27	1	0	USLX	10018
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17733	87/01/27	1	87/01/27	1	0	USLX	10020
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17732	87/01/27	1	87/01/27	1	0	USLX	10021
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17730	87/01/27	1	87/01/27	1	0	USLX	10024
		REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17728	87/01/27	1	87/01/27	1	0	USLX	10026

E X H I B I T A
COLLATERAL ADDITIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2171-01 *	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17726	87/01/27	1	87/01/27	1	0	USLX	10028
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17725	87/01/27	1	87/01/27	1	0	USLX	10029

N=21

Total Collateral Additions 2/87 = 63

E X H I B I T B
COLLATERAL DELETIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1429-00 *	REFRIG-RBL	LOUISIANA PACIFIC CORP	17457	76/07/01	1	76/07/01	5	0	USLX	10152
	REFRIG-RBL	LOUISIANA PACIFIC CORP	17456	76/07/01	1	76/07/01	5	0	USLX	10155
	REFRIG-RBL	LOUISIANA PACIFIC CORP	17459	76/07/01	1	76/07/01	5	0	USLX	10170
	REFRIG-RBL	LOUISIANA PACIFIC CORP	17458	76/07/01	1	76/07/01	5	0	USLX	10186
	REFRIG-RBL	LOUISIANA PACIFIC CORP	17477	76/07/01	1	76/07/01	5	0	USLX	10187
	REFRIG-RBL	LOUISIANA PACIFIC CORP	17473	76/07/01	1	76/07/01	5	0	USLX	10269
N=6										
1542-16 *	TANK-210CI	ARCHER DANIELS MIDLAND	41167	77/12/01	16	83/09/30	2	6	USLX	22158
N=1										
1542-16 #	TANK-210CI	LEASE POOL	41076	0/00/00	0	0/00/00	0	0	USLX	22010
	TANK-210CI	LEASE POOL	41083	0/00/00	0	0/00/00	0	0	USLX	22017
N=2										
1575-11 *	TANK-235CI	FMC CORPORATION	40334	78/01/27	11	86/01/06	0	4	USLX	22039
	TANK-235CI	FMC CORPORATION	40562	78/01/27	11	86/01/06	0	4	USLX	22043
	TANK-235CI	FMC CORPORATION	40566	78/01/27	11	86/01/06	0	4	USLX	22047
	TANK-235CI	FMC CORPORATION	40567	78/01/27	11	86/01/06	0	4	USLX	22048
	TANK-235CI	FMC CORPORATION	40570	78/01/27	11	86/01/06	0	4	USLX	22051
N=5										
1697-00 #	REFRIG-RBL	LEASE POOL	17724	0/00/00	0	0/00/00	0	0	USLX	10000
	REFRIG-RBL	LEASE POOL	17723	0/00/00	0	0/00/00	0	0	USLX	10001
	REFRIG-RBL	LEASE POOL	17750	0/00/00	0	0/00/00	0	0	USLX	10002
	REFRIG-RBL	LEASE POOL	17749	0/00/00	0	0/00/00	0	0	USLX	10003
	REFRIG-RBL	LEASE POOL	17748	0/00/00	0	0/00/00	0	0	USLX	10004
	REFRIG-RBL	LEASE POOL	17747	0/00/00	0	0/00/00	0	0	USLX	10005
	REFRIG-RBL	LEASE POOL	17746	0/00/00	0	0/00/00	0	0	USLX	10006
	REFRIG-RBL	LEASE POOL	17745	0/00/00	0	0/00/00	0	0	USLX	10007
	REFRIG-RBL	LEASE POOL	17743	0/00/00	0	0/00/00	0	0	USLX	10009
	REFRIG-RBL	LEASE POOL	17742	0/00/00	0	0/00/00	0	0	USLX	10010
	REFRIG-RBL	LEASE POOL	17740	0/00/00	0	0/00/00	0	0	USLX	10012
	REFRIG-RBL	LEASE POOL	17739	0/00/00	0	0/00/00	0	0	USLX	10013
	REFRIG-RBL	LEASE POOL	17738	0/00/00	0	0/00/00	0	0	USLX	10014
	REFRIG-RBL	LEASE POOL	17735	0/00/00	0	0/00/00	0	0	USLX	10017
	REFRIG-RBL	LEASE POOL	17734	0/00/00	0	0/00/00	0	0	USLX	10018
	REFRIG-RBL	LEASE POOL	17733	0/00/00	0	0/00/00	0	0	USLX	10020
	REFRIG-RBL	LEASE POOL	17732	0/00/00	0	0/00/00	0	0	USLX	10021
	REFRIG-RBL	LEASE POOL	17730	0/00/00	0	0/00/00	0	0	USLX	10024
	REFRIG-RBL	LEASE POOL	17728	0/00/00	0	0/00/00	0	0	USLX	10026
	REFRIG-RBL	LEASE POOL	17727	0/00/00	0	0/00/00	0	0	USLX	10027
	REFRIG-RBL	LEASE POOL	17726	0/00/00	0	0/00/00	0	0	USLX	10028

E X H I B I T B
COLLATERAL DELETIONS
FEBRUARY 28, 1987

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1697-00	#	REFRIG-RBL	LEASE POOL	17725	0/00/00	0	0/00/00	0	0	USLX	10029
N=22											
1999-02	#	TANK-210CI	LEASE POOL	39526	0/00/00	0	0/00/00	0	0	USLX	21830
N=1											
2008-17	*	TANK-210CI	CONTINENTAL GRAIN COMPANY	41091	85/03/29	17	85/03/29	0	1	USLX	22025
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41093	85/03/29	17	85/03/29	0	1	USLX	22027
		TANK-210CI	CONTINENTAL GRAIN COMPANY	41186	85/03/29	17	85/03/29	0	1	USLX	22177
N=3											
2025-02	*	GONDOLA-GB	INDIANA HI-RAIL CORP	37865	83/06/02	2	84/05/22	2	0	IHRC	3603
		GONDOLA-GB	INDIANA HI-RAIL CORP	37897	83/06/02	2	84/05/22	2	0	IHRC	3635
N=2											
2028-02	#	TANK-210CI	LEASE POOL	41089	0/00/00	0	0/00/00	0	0	USLX	22023
		TANK-210CI	LEASE POOL	41111	0/00/00	0	0/00/00	0	0	USLX	22102
		TANK-210CI	LEASE POOL	41118	0/00/00	0	0/00/00	0	0	USLX	22109
		TANK-210CI	LEASE POOL	41122	0/00/00	0	0/00/00	0	0	USLX	22113
N=4											
2028-03	#	TANK-210CI	LEASE POOL	41113	0/00/00	0	0/00/00	0	0	USLX	22104
N=1											
2041-01	#	TANK-210CI	LEASE POOL	39619	0/00/00	0	0/00/00	0	0	USLX	21971
		TANK-210CI	LEASE POOL	39630	0/00/00	0	0/00/00	0	0	USLX	21982
		TANK-210CI	LEASE POOL	39634	0/00/00	0	0/00/00	0	0	USLX	21986
N=3											
2093-84	*	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15149	85/04/22	4	86/10/04	0	3	EELX	254
N=1											
2094-01	*	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37819	84/09/17	1	84/09/17	1	2	IAIS	643557
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37827	84/09/17	1	84/09/17	1	2	IAIS	643565
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37842	84/09/17	1	84/09/17	1	2	IAIS	643580
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37844	84/09/17	1	84/09/17	1	2	IAIS	643582
N=4											

E X H I B I T B
COLLATERAL DELETIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2094-05 *	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37829	84/09/17	5	84/09/17	1	0	IAIS	643567
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37833	84/09/17	5	84/09/17	1	0	IAIS	643571
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37871	84/09/17	5	84/09/17	1	0	IAIS	643609
N=3										
2100-03 *	TANK-210CI	CIBA-GEIGY CORPORATION	42310	84/11/08	3	85/09/16	1	3	USLX	22295
N=1										
2100-07 #	TANK-210CI	LEASE POOL	41146	0/00/00	0	0/00/00	0	0	USLX	22137
	TANK-210CI	LEASE POOL	41198	0/00/00	0	0/00/00	0	0	USLX	22189
N=2										
2100-09 #	TANK-210CI	LEASE POOL	41096	0/00/00	0	0/00/00	0	0	USLX	22030
	TANK-210CI	LEASE POOL	41110	0/00/00	0	0/00/00	0	0	USLX	22101
N=2										

Total Collateral Deletions 2/87 = 63

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

4/21/87

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act,49 U.S.C. 11303, on 4/21/87 at 12:10pm, and assigned re-recordation number(s). 14059-HHHH & 14059-IIII

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14059-HHHH Filed & Recorded

APR 21 1987 12-1 0 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of March, 1987 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").

WITNESSETH:

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 Number 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

COL1

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 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 March, 1987.

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 15 day of April, 1987.

NOTARY

Kathleen Green

Notary Public

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~~
April 30, 1989

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
FEBRUARY 28, 1987

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1429-00	*	REFRIG-RBL	LEASE POOL	17457	0/00/00	0	0/00/00	0	0	USLX	10152
		REFRIG-RBL	LEASE POOL	17456	0/00/00	0	0/00/00	0	0	USLX	10155
		REFRIG-RBL	LEASE POOL	17459	0/00/00	0	0/00/00	0	0	USLX	10170
		REFRIG-RBL	LEASE POOL	17458	0/00/00	0	0/00/00	0	0	USLX	10186
		REFRIG-RBL	LEASE POOL	17477	0/00/00	0	0/00/00	0	0	USLX	10187
		REFRIG-RBL	LEASE POOL	17473	0/00/00	0	0/00/00	0	0	USLX	10269
N=6											
1542-16	*	TANK-210CI	LEASE POOL	41167	0/00/00	0	0/00/00	0	0	USLX	22158
N=1											
1575-11	*	TANK-235CI	LEASE POOL	40334	0/00/00	0	0/00/00	0	0	USLX	22039
		TANK-235CI	LEASE POOL	40566	0/00/00	0	0/00/00	0	0	USLX	22047
		TANK-235CI	LEASE POOL	40567	0/00/00	0	0/00/00	0	0	USLX	22048
N=3											
1605-25	*	TANK-210CI	ALLIED CORPORATION	39526	78/03/22	25	87/02/19	2	0	USLX	21830
		TANK-210CI	ALLIED CORPORATION	39619	78/03/22	25	87/02/19	2	0	USLX	21971
		TANK-210CI	ALLIED CORPORATION	39630	78/03/22	25	87/02/19	2	0	USLX	21982
		TANK-210CI	ALLIED CORPORATION	39634	78/03/22	25	87/02/19	2	0	USLX	21986
		TANK-210CI	ALLIED CORPORATION	41076	78/03/22	25	87/02/19	2	0	USLX	22010
		TANK-210CI	ALLIED CORPORATION	41083	78/03/22	25	87/02/19	2	0	USLX	22017
		TANK-210CI	ALLIED CORPORATION	41089	78/03/22	25	87/02/19	2	0	USLX	22023
		TANK-210CI	ALLIED CORPORATION	41096	78/03/22	25	87/02/19	2	0	USLX	22030
		TANK-210CI	ALLIED CORPORATION	41110	78/03/22	25	87/02/19	2	0	USLX	22101
		TANK-210CI	ALLIED CORPORATION	41111	78/03/22	25	87/02/19	2	0	USLX	22102
		TANK-210CI	ALLIED CORPORATION	41118	78/03/22	25	87/02/19	2	0	USLX	22109
		TANK-210CI	ALLIED CORPORATION	41122	78/03/22	25	87/02/19	2	0	USLX	22113
		TANK-210CI	ALLIED CORPORATION	41146	78/03/22	25	87/02/19	2	0	USLX	22137
		TANK-210CI	ALLIED CORPORATION	41198	78/03/22	25	87/02/19	2	0	USLX	22189
N=14											
1635-20	*	TANK-235CI	ROHM & HAAS CO	40562	78/08/10	20	86/11/18	3	0	USLX	22043
		TANK-235CI	ROHM & HAAS CO	40570	78/08/10	20	86/11/18	3	0	USLX	22051
N=2											
2008-17	*	TANK-210CI	LEASE POOL	41091	0/00/00	0	0/00/00	0	0	USLX	22025
		TANK-210CI	LEASE POOL	41093	0/00/00	0	0/00/00	0	0	USLX	22027
		TANK-210CI	LEASE POOL	41186	0/00/00	0	0/00/00	0	0	USLX	22177
N=3											

EXHIBIT A
COLLATERAL ADDITIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2008-18	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41113	87/01/07	18	87/01/07	0	3	USLX	22104
N=1										
2023-14	* GONDOLA-GB	FERDINAND RAILROAD	37865	86/10/02	14	86/10/02	1	0	FRDN	41235
	GONDOLA-GB	FERDINAND RAILROAD	37897	86/10/02	14	86/10/02	1	0	FRDN	41238
	GONDOLA-GB	FERDINAND RAILROAD	37819	86/10/02	14	86/10/02	1	0	FRDN	41253
	GONDOLA-GB	FERDINAND RAILROAD	37827	86/10/02	14	86/10/02	1	0	FRDN	41257
	GONDOLA-GB	FERDINAND RAILROAD	37842	86/10/02	14	86/10/02	1	0	FRDN	41264
	GONDOLA-GB	FERDINAND RAILROAD	37844	86/10/02	14	86/10/02	1	0	FRDN	41266
	GONDOLA-GB	FERDINAND RAILROAD	37829	86/10/02	14	86/10/02	1	0	FRDN	41272
	GONDOLA-GB	FERDINAND RAILROAD	37833	86/10/02	14	86/10/02	1	0	FRDN	41274
	GONDOLA-GB	FERDINAND RAILROAD	37871	86/10/02	14	86/10/02	1	0	FRDN	41279
N=9										
2100-03	* TANK-210CI	LEASE POOL	42310	0/00/00	0	0/00/00	0	0	USLX	22295
N=1										
2151-03	* COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15149	87/01/13	3	87/01/13	0	6	EELX	254
N=1										
2170-01	* BOX-XF	CHICAGO RAIL LINK	17727	87/01/27	1	87/01/27	0	1	USLX	10027
N=1										
2171-01	* REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17724	87/01/27	1	87/01/27	1	0	USLX	10000
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17723	87/01/27	1	87/01/27	1	0	USLX	10001
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17750	87/01/27	1	87/01/27	1	0	USLX	10002
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17749	87/01/27	1	87/01/27	1	0	USLX	10003
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17748	87/01/27	1	87/01/27	1	0	USLX	10004
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17747	87/01/27	1	87/01/27	1	0	USLX	10005
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17746	87/01/27	1	87/01/27	1	0	USLX	10006
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17745	87/01/27	1	87/01/27	1	0	USLX	10007
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17743	87/01/27	1	87/01/27	1	0	USLX	10009
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17742	87/01/27	1	87/01/27	1	0	USLX	10010
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17740	87/01/27	1	87/01/27	1	0	USLX	10012
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17739	87/01/27	1	87/01/27	1	0	USLX	10013
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17738	87/01/27	1	87/01/27	1	0	USLX	10014
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17735	87/01/27	1	87/01/27	1	0	USLX	10017
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17734	87/01/27	1	87/01/27	1	0	USLX	10018
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17733	87/01/27	1	87/01/27	1	0	USLX	10020
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17732	87/01/27	1	87/01/27	1	0	USLX	10021
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17730	87/01/27	1	87/01/27	1	0	USLX	10024
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17728	87/01/27	1	87/01/27	1	0	USLX	10026

E X H I B I T A
COLLATERAL ADDITIONS
FEBRUARY 20, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2171-01	* REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17726	87/01/27	1	87/01/27	1	0	USLX	10028
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17725	87/01/27	1	87/01/27	1	0	USLX	10029

N=21

Total Collateral Additions 2/87 = 63

E X H I B I T B
COLLATERAL DELETIONS
FEBRUARY 28, 1987

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1429-00	*	REFRIG-RBL	LOUISIANA PACIFIC CORP	17457	76/07/01	1	76/07/01	5	0	USLX	10152
		REFRIG-RBL	LOUISIANA PACIFIC CORP	17456	76/07/01	1	76/07/01	5	0	USLX	10155
		REFRIG-RBL	LOUISIANA PACIFIC CORP	17459	76/07/01	1	76/07/01	5	0	USLX	10170
		REFRIG-RBL	LOUISIANA PACIFIC CORP	17458	76/07/01	1	76/07/01	5	0	USLX	10186
		REFRIG-RBL	LOUISIANA PACIFIC CORP	17477	76/07/01	1	76/07/01	5	0	USLX	10187
		REFRIG-RBL	LOUISIANA PACIFIC CORP	17473	76/07/01	1	76/07/01	5	0	USLX	10269
N=6											
1542-16	*	TANK-210CI	ARCHER DANIELS MIDLAND	41167	77/12/01	16	83/09/30	2	6	USLX	22158
N=1											
1542-16	#	TANK-210CI	LEASE POOL	41076	0/00/00	0	0/00/00	0	0	USLX	22010
		TANK-210CI	LEASE POOL	41083	0/00/00	0	0/00/00	0	0	USLX	22017
N=2											
1575-11	*	TANK-235CI	FMC CORPORATION	40334	78/01/27	11	86/01/06	0	4	USLX	22039
		TANK-235CI	FMC CORPORATION	40562	78/01/27	11	86/01/06	0	4	USLX	22043
		TANK-235CI	FMC CORPORATION	40566	78/01/27	11	86/01/06	0	4	USLX	22047
		TANK-235CI	FMC CORPORATION	40567	78/01/27	11	86/01/06	0	4	USLX	22048
		TANK-235CI	FMC CORPORATION	40570	78/01/27	11	86/01/06	0	4	USLX	22051
N=5											
1697-00	#	REFRIG-RBL	LEASE POOL	17724	0/00/00	0	0/00/00	0	0	USLX	10000
		REFRIG-RBL	LEASE POOL	17723	0/00/00	0	0/00/00	0	0	USLX	10001
		REFRIG-RBL	LEASE POOL	17750	0/00/00	0	0/00/00	0	0	USLX	10002
		REFRIG-RBL	LEASE POOL	17749	0/00/00	0	0/00/00	0	0	USLX	10003
		REFRIG-RBL	LEASE POOL	17748	0/00/00	0	0/00/00	0	0	USLX	10004
		REFRIG-RBL	LEASE POOL	17747	0/00/00	0	0/00/00	0	0	USLX	10005
		REFRIG-RBL	LEASE POOL	17746	0/00/00	0	0/00/00	0	0	USLX	10006
		REFRIG-RBL	LEASE POOL	17745	0/00/00	0	0/00/00	0	0	USLX	10007
		REFRIG-RBL	LEASE POOL	17743	0/00/00	0	0/00/00	0	0	USLX	10009
		REFRIG-RBL	LEASE POOL	17742	0/00/00	0	0/00/00	0	0	USLX	10010
		REFRIG-RBL	LEASE POOL	17740	0/00/00	0	0/00/00	0	0	USLX	10012
		REFRIG-RBL	LEASE POOL	17739	0/00/00	0	0/00/00	0	0	USLX	10013
		REFRIG-RBL	LEASE POOL	17738	0/00/00	0	0/00/00	0	0	USLX	10014
		REFRIG-RBL	LEASE POOL	17735	0/00/00	0	0/00/00	0	0	USLX	10017
		REFRIG-RBL	LEASE POOL	17734	0/00/00	0	0/00/00	0	0	USLX	10018
		REFRIG-RBL	LEASE POOL	17733	0/00/00	0	0/00/00	0	0	USLX	10020
		REFRIG-RBL	LEASE POOL	17732	0/00/00	0	0/00/00	0	0	USLX	10021
		REFRIG-RBL	LEASE POOL	17730	0/00/00	0	0/00/00	0	0	USLX	10024
		REFRIG-RBL	LEASE POOL	17728	0/00/00	0	0/00/00	0	0	USLX	10026
		REFRIG-RBL	LEASE POOL	17727	0/00/00	0	0/00/00	0	0	USLX	10027
		REFRIG-RBL	LEASE POOL	17726	0/00/00	0	0/00/00	0	0	USLX	10028

E X H I B I T B
COLLATERAL DELETIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1697-00	* REFRIG-RBL	LEASE POOL	17725	0/00/00	0	0/00/00	0	0	USLX	10029
N=22										
1999-02	* TANK-210CI	LEASE POOL	39526	0/00/00	0	0/00/00	0	0	USLX	21830
N=1										
2008-17	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41091	85/03/29	17	85/03/29	0	1	USLX	22025
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41093	85/03/29	17	85/03/29	0	1	USLX	22027
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41186	85/03/29	17	85/03/29	0	1	USLX	22177
N=3										
2025-02	* GONDOLA-GB	INDIANA HI-RAIL CORP	37865	83/06/02	2	84/05/22	2	0	IHRC	3603
	GONDOLA-GB	INDIANA HI-RAIL CORP	37897	83/06/02	2	84/05/22	2	0	IHRC	3635
N=2										
2028-02	* TANK-210CI	LEASE POOL	41089	0/00/00	0	0/00/00	0	0	USLX	22023
	TANK-210CI	LEASE POOL	41111	0/00/00	0	0/00/00	0	0	USLX	22102
	TANK-210CI	LEASE POOL	41118	0/00/00	0	0/00/00	0	0	USLX	22109
	TANK-210CI	LEASE POOL	41122	0/00/00	0	0/00/00	0	0	USLX	22113
N=4										
2028-03	* TANK-210CI	LEASE POOL	41113	0/00/00	0	0/00/00	0	0	USLX	22104
N=1										
2041-01	* TANK-210CI	LEASE POOL	39619	0/00/00	0	0/00/00	0	0	USLX	21971
	TANK-210CI	LEASE POOL	39630	0/00/00	0	0/00/00	0	0	USLX	21982
	TANK-210CI	LEASE POOL	39634	0/00/00	0	0/00/00	0	0	USLX	21986
N=3										
2093-84	* COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15149	85/04/22	4	86/10/04	0	3	EELX	254
N=1										
2094-01	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37819	84/09/17	1	84/09/17	1	2	IAIS	643557
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37827	84/09/17	1	84/09/17	1	2	IAIS	643565
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37842	84/09/17	1	84/09/17	1	2	IAIS	643580
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37844	84/09/17	1	84/09/17	1	2	IAIS	643582
N=4										

E X H I B I T B
COLLATERAL DELETIONS
FEBRUARY 28, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2094-05 *	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37829	84/09/17	5	84/09/17	1	0	IAIS	643567
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37833	84/09/17	5	84/09/17	1	0	IAIS	643571
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37871	84/09/17	5	84/09/17	1	0	IAIS	643609
N=3										
2100-03 *	TANK-210CI	CIBA-GEIGY CORPORATION	42310	84/11/08	3	85/09/16	1	3	USLX	22295
N=1										
2100-07 *	TANK-210CI	LEASE POOL	41146	0/00/00	0	0/00/00	0	0	USLX	22137
	TANK-210CI	LEASE POOL	41198	0/00/00	0	0/00/00	0	0	USLX	22189
N=2										
2100-09 *	TANK-210CI	LEASE POOL	41096	0/00/00	0	0/00/00	0	0	USLX	22030
	TANK-210CI	LEASE POOL	41110	0/00/00	0	0/00/00	0	0	USLX	22101
N=2										

Total Collateral Deletions 2/87 = 63