EVANS RAILCAR
AFFILIATE OF EVANS TRANSPORTATION COMPANY
Executive Offices
450 East Devon, Suite 300 • Itasca, IL 60143-1263 • 312/250-8100

October 1, 1987

RECORDATION NO. 14059-21212121 Filed 1425 14059-UUUU

NOV 5 1987 2 20 PM

7-309A058

INTERSTATE COMMERCE COMMISSION

No.
Date NOV 5 1987
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 October 1, 1987. The parties to the Amendment are:

Debtor:	Evans Railcar Leasing Company 450 East Devon Avenue - Suite 300 Itasca, Illinois 60143-1263
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.

ICC OFFICE OF THE SECRETARY
NOV 5 2 11 PM '87
MOTOR OPERATING UNIT

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 Hauber
Assistant Secretary

Enclosures

revolver(1,2)

LOT NO.	* #	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).

revolver(22)

E X H I B I T A
COLLATERAL ADDITIONS
SEPTEMBER 30, 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
571-01	BOX-XL	LEASE POOL	14217	0/00/00	0	0/00/00	0	0	MKT	11880
N= 1										
571-04	BOX-XL	LEASE POOL	14814	0/00/00	0	0/00/00	0	0	MKT	8609
	BOX-XL	LEASE POOL	14816	0/00/00	0	0/00/00	0	0	MKT	8611
	BOX-XL	LEASE POOL	14848	0/00/00	0	0/00/00	0	0	MKT	8643
	BOX-XL	LEASE POOL	14851	0/00/00	0	0/00/00	0	0	MKT	8646
	BOX-XL	LEASE POOL	14873	0/00/00	0	0/00/00	0	0	MKT	8668
	BOX-XL	LEASE POOL	14896	0/00/00	0	0/00/00	0	0	MKT	8691
	BOX-XL	LEASE POOL	14903	0/00/00	0	0/00/00	0	0	MKT	8698
N= 7										
571-05	BOX-XL	LEASE POOL	14907	0/00/00	0	0/00/00	0	0	MKT	8702
	BOX-XL	LEASE POOL	14919	0/00/00	0	0/00/00	0	0	MKT	8714
	BOX-XL	LEASE POOL	14921	0/00/00	0	0/00/00	0	0	MKT	8716
	BOX-XL	LEASE POOL	14936	0/00/00	0	0/00/00	0	0	MKT	8731
	BOX-XL	LEASE POOL	14940	0/00/00	0	0/00/00	0	0	MKT	8735
	BOX-XL	LEASE POOL	14944	0/00/00	0	0/00/00	0	0	MKT	8739
	BOX-XL	LEASE POOL	14946	0/00/00	0	0/00/00	0	0	MKT	8741
	BOX-XL	LEASE POOL	14949	0/00/00	0	0/00/00	0	0	MKT	8744
	BOX-XL	LEASE POOL	14951	0/00/00	0	0/00/00	0	0	MKT	8746
	BOX-XL	LEASE POOL	14952	0/00/00	0	0/00/00	0	0	MKT	8747
	BOX-XL	LEASE POOL	14957	0/00/00	0	0/00/00	0	0	MKT	8752
	BOX-XL	LEASE POOL	14966	0/00/00	0	0/00/00	0	0	MKT	8761
	BOX-XL	LEASE POOL	14970	0/00/00	0	0/00/00	0	0	MKT	8765
	BOX-XL	LEASE POOL	14976	0/00/00	0	0/00/00	0	0	MKT	8771
	BOX-XL	LEASE POOL	15000	0/00/00	0	0/00/00	0	0	MKT	8795
	BOX-XL	LEASE POOL	15003	0/00/00	0	0/00/00	0	0	MKT	8798
N= 16										
571-06	BOX-XL	LEASE POOL	15008	0/00/00	0	0/00/00	0	0	MKT	8508
N= 1										
759-01	GBSR COIL	LEASE POOL	16958	0/00/00	0	0/00/00	0	0	USLX	801
N= 1										
1409-00	GONDOLA-GT	LEASE POOL	27171	0/00/00	0	0/00/00	0	0	USLX	40160
N= 1										

E X H I B I T A
COLLATERAL ADDITIONS
SEPTEMBER 30, 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
1413-01	* REFRIG-RBL	LEASE POOL	17658	0/00/00	0	0/00/00	0	0	GTW	302065
N=	1									
1413-02	* REFRIG-RBL	LEASE POOL	17678	0/00/00	0	0/00/00	0	0	GTW	302082
N=	1									
2075-02	* TANK-210CI	LEASE POOL	37290	0/00/00	0	0/00/00	0	0	USLX	21658
N=	1									
2171-02	* REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17185	87/01/27	2	87/05/18	1	0	USLX	9005
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17186	87/01/27	2	87/05/18	1	0	USLX	9006
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17197	87/01/27	2	87/05/18	1	0	USLX	9017
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17622	87/01/27	2	87/05/18	1	0	USLX	10088
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17453	87/01/27	2	87/05/18	1	0	USLX	10109
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17630	87/01/27	2	87/05/18	1	0	USLX	10127
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17631	87/01/27	2	87/05/18	1	0	USLX	10129
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17637	87/01/27	2	87/05/18	1	0	USLX	10144
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17457	87/01/27	2	87/05/18	1	0	USLX	10152
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17454	87/01/27	2	87/05/18	1	0	USLX	10166
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17460	87/01/27	2	87/05/18	1	0	USLX	10168
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17459	87/01/27	2	87/05/18	1	0	USLX	10170
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17438	87/01/27	2	87/05/18	1	0	USLX	10186
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17477	87/01/27	2	87/05/18	1	0	USLX	10187
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17472	87/01/27	2	87/05/18	1	0	USLX	10270
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17471	87/01/27	2	87/05/18	1	0	USLX	10274
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17469	87/01/27	2	87/05/18	1	0	USLX	10276
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17468	87/01/27	2	87/05/18	1	0	USLX	10277
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17467	87/01/27	2	87/05/18	1	0	USLX	10279
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17836	87/01/27	2	87/05/18	1	0	USLX	10280
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17466	87/01/27	2	87/05/18	1	0	USLX	10291
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17465	87/01/27	2	87/05/18	1	0	USLX	10297
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17464	87/01/27	2	87/05/18	1	0	USLX	10312
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17463	87/01/27	2	87/05/18	1	0	USLX	10313
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17462	87/01/27	2	87/05/18	1	0	USLX	10315
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17837	87/01/27	2	87/05/18	1	0	USLX	10318
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18076	87/01/27	2	87/05/18	1	0	USLX	10393
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18075	87/01/27	2	87/05/18	1	0	USLX	10394
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18072	87/01/27	2	87/05/18	1	0	USLX	10397
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18070	87/01/27	2	87/05/18	1	0	USLX	10399
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17919	87/01/27	2	87/05/18	1	0	USLX	10540
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17908	87/01/27	2	87/05/18	1	0	USLX	10541
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17917	87/01/27	2	87/05/18	1	0	USLX	15025
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17918	87/01/27	2	87/05/18	1	0	USLX	15026
N=	34									

E X H I B I T A
COLLATERAL ADDITIONS
SEPTEMBER 30, 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
2179-01	* COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	38520	87/04/09	1	87/04/09	1	0	USLX	18365
	COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	38536	87/04/09	1	87/04/09	1	0	USLX	18367
N=	2									
2185-01	* GONDOLA-GB	CHICAGO SOUTH SHORE & SOUTH BEND RR	40971	87/06/19	1	87/06/19	1	0	CSS	41125
	GONDOLA-GB	CHICAGO SOUTH SHORE & SOUTH BEND RR	37835	87/06/19	1	87/06/19	1	0	CSS	41195
N=	2									

TOTAL COLLATERAL ADDITIONS 9/87 = 68

EXHIBIT B
COLLATERAL DELETIONS
SEPTEMBER 30, 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
571-01	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	14217	66/10/08	1	66/10/08	15	0	MKT	11880
N= 1										
571-04	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	14814	66/10/08	1	66/10/08	15	0	MKT	8609
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14816	66/10/08	1	66/10/08	15	0	MKT	8611
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14848	66/10/08	1	66/10/08	15	0	MKT	8643
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14851	66/10/08	1	66/10/08	15	0	MKT	8646
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14873	66/10/08	1	66/10/08	15	0	MKT	8668
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14896	66/10/08	1	66/10/08	15	0	MKT	8691
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14903	66/10/08	1	66/10/08	15	0	MKT	8698
N= 7										
571-05	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	14907	66/10/08	1	66/10/08	15	0	MKT	8702
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14919	66/10/08	1	66/10/08	15	0	MKT	8714
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14921	66/10/08	1	66/10/08	15	0	MKT	8716
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14936	66/10/08	1	66/10/08	15	0	MKT	8731
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14940	66/10/08	1	66/10/08	15	0	MKT	8735
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14944	66/10/08	1	66/10/08	15	0	MKT	8739
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14946	66/10/08	1	66/10/08	15	0	MKT	8741
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14949	66/10/08	1	66/10/08	15	0	MKT	8744
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14951	66/10/08	1	66/10/08	15	0	MKT	8746
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14952	66/10/08	1	66/10/08	15	0	MKT	8747
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14957	66/10/08	1	66/10/08	15	0	MKT	8752
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14966	66/10/08	1	66/10/08	15	0	MKT	8761
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14970	66/10/08	1	66/10/08	15	0	MKT	8765
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14976	66/10/08	1	66/10/08	15	0	MKT	8771
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	15000	66/10/08	1	66/10/08	15	0	MKT	8795
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	15003	66/10/08	1	66/10/08	15	0	MKT	8798
N= 16										
571-06	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	15008	66/10/08	1	66/10/08	15	0	MKT	8508
N= 1										
759-01	* GBSR COIL	DEMONSTRATOR CARS	16958	68/12/23	1	68/12/23	0	1	USLX	801
N= 1										
796-00	* REFRIG-RBL	LEASE POOL	17185	0/00/00	0	0/00/00	0	0	USLX	9005
	REFRIG-RBL	LEASE POOL	17186	0/00/00	0	0/00/00	0	0	USLX	9006
	REFRIG-RBL	LEASE POOL	17197	0/00/00	0	0/00/00	0	0	USLX	9017
N= 3										

EXHIBIT B
COLLATERAL DELETIONS
SEPTEMBER 30, 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
937-00	‡ REFRIG-RBL	LEASE POOL	17919	0/00/00	0	0/00/00	0	0	USLX	10540
	REFRIG-RBL	LEASE POOL	17908	0/00/00	0	0/00/00	0	0	USLX	10541
N=	2									
944-00	‡ REFRIG-RBL	LEASE POOL	17917	0/00/00	0	0/00/00	0	0	ITC	900
	REFRIG-RBL	LEASE POOL	17918	0/00/00	0	0/00/00	0	0	ITC	901
N=	2									
1187-00	‡ REFRIG-RBL	LEASE POOL	18076	0/00/00	0	0/00/00	0	0	USLX	10393
	REFRIG-RBL	LEASE POOL	18075	0/00/00	0	0/00/00	0	0	USLX	10394
	REFRIG-RBL	LEASE POOL	18072	0/00/00	0	0/00/00	0	0	USLX	10397
	REFRIG-RBL	LEASE POOL	18070	0/00/00	0	0/00/00	0	0	USLX	10399
N=	4									
1409-00	* GONDOLA-GT	DEMONSTRATOR CARS	27171	76/08/31	1	76/08/31	0	1	USLX	40160
N=	1									
1413-01	* REFRIG-RBL	GRAND TRUNK WESTERN RR	17658	76/03/15	1	76/03/15	10	0	GTW	302065
N=	1									
1413-02	* REFRIG-RBL	GRAND TRUNK WESTERN RR	17678	76/03/15	1	76/03/15	10	0	GTW	302082
N=	1									
1429-00	‡ REFRIG-RBL	LEASE POOL	17453	0/00/00	0	0/00/00	0	0	USLX	10109
	REFRIG-RBL	LEASE POOL	17457	0/00/00	0	0/00/00	0	0	USLX	10152
	REFRIG-RBL	LEASE POOL	17454	0/00/00	0	0/00/00	0	0	USLX	10166
	REFRIG-RBL	LEASE POOL	17460	0/00/00	0	0/00/00	0	0	USLX	10168
	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	17472	0/00/00	0	0/00/00	0	0	USLX	10270
	REFRIG-RBL	LEASE POOL	17471	0/00/00	0	0/00/00	0	0	USLX	10274
	REFRIG-RBL	LEASE POOL	17469	0/00/00	0	0/00/00	0	0	USLX	10276
	REFRIG-RBL	LEASE POOL	17468	0/00/00	0	0/00/00	0	0	USLX	10277
	REFRIG-RBL	LEASE POOL	17467	0/00/00	0	0/00/00	0	0	USLX	10279
	REFRIG-RBL	LEASE POOL	17836	0/00/00	0	0/00/00	0	0	USLX	10280
	REFRIG-RBL	LEASE POOL	17466	0/00/00	0	0/00/00	0	0	USLX	10291
	REFRIG-RBL	LEASE POOL	17465	0/00/00	0	0/00/00	0	0	USLX	10297
	REFRIG-RBL	LEASE POOL	17464	0/00/00	0	0/00/00	0	0	USLX	10312
	REFRIG-RBL	LEASE POOL	17463	0/00/00	0	0/00/00	0	0	USLX	10313
	REFRIG-RBL	LEASE POOL	17462	0/00/00	0	0/00/00	0	0	USLX	10315
	REFRIG-RBL	LEASE POOL	17837	0/00/00	0	0/00/00	0	0	USLX	10318
N=	19									

E X H I B I T B
COLLATERAL DELETIONS
SEPTEMBER 30, 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
2023-11	* GONDOLA-GB	FERDINAND RAILROAD	40971	83/07/01	11	85/08/07	0	1	FRDN	41125
	GONDOLA-GB	FERDINAND RAILROAD	37835	83/07/01	11	85/08/07	0	1	FRDN	41195
N=	2									
2045-01	* COV HOP-LO	WISCONSIN & SOUTHERN RAILROAD CO	38520	83/09/12	1	83/09/12	5	0	WSOR	3876
	COV HOP-LO	WISCONSIN & SOUTHERN RAILROAD CO	38536	83/09/12	1	83/09/12	5	0	WSOR	3892
N=	2									
2075-02	* TANK-210CI	DOUGLASS FERTILIZER & CHEMICAL INC	37290	84/05/11	28	86/02/14	0	3	USLX	21658
N=	1									
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									

TOTAL COLLATERAL DELETIONS 9/87 = 68

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/5/87

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/5/87 at 2:20pm, and assigned re-recordation number(s). 14059-UUUU & 1459-VVVV

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14059-21212121 Filed 1430

NOV 5 1987 -2 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of October, 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

revolver(3-4)

STATE OF ILLINOIS)
)
COUNTY OF DUPAGE)

I, Robert Sherman a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that **Laurence P. Prange** 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 October, 1987.

Robert Sherman
Notary Public

OFFICIAL SEAL
ROBERT SHERMAN
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. AUG. 2, 1991

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 Richard Peiser 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.

October GIVEN under my hand and notarial seal this 22 day of October, 1987.

Kathleen Green
Notary Public

revolver(10)

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~~
4-30-89

LOT NO.	* #	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).

revolver(22)

E X H I B I T A
COLLATERAL ADDITIONS
SEPTEMBER 30, 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
571-01 *	BOX-XL	LEASE POOL	14217	0/00/00	0	0/00/00	0	0	MKT	11880
N= 1										
571-04 *	BOX-XL	LEASE POOL	14814	0/00/00	0	0/00/00	0	0	MKT	8609
	BOX-XL	LEASE POOL	14816	0/00/00	0	0/00/00	0	0	MKT	8611
	BOX-XL	LEASE POOL	14848	0/00/00	0	0/00/00	0	0	MKT	8643
	BOX-XL	LEASE POOL	14851	0/00/00	0	0/00/00	0	0	MKT	8646
	BOX-XL	LEASE POOL	14873	0/00/00	0	0/00/00	0	0	MKT	8668
	BOX-XL	LEASE POOL	14896	0/00/00	0	0/00/00	0	0	MKT	8691
	BOX-XL	LEASE POOL	14903	0/00/00	0	0/00/00	0	0	MKT	8698
N= 7										
571-05 *	BOX-XL	LEASE POOL	14907	0/00/00	0	0/00/00	0	0	MKT	8702
	BOX-XL	LEASE POOL	14919	0/00/00	0	0/00/00	0	0	MKT	8714
	BOX-XL	LEASE POOL	14921	0/00/00	0	0/00/00	0	0	MKT	8716
	BOX-XL	LEASE POOL	14936	0/00/00	0	0/00/00	0	0	MKT	8731
	BOX-XL	LEASE POOL	14940	0/00/00	0	0/00/00	0	0	MKT	8735
	BOX-XL	LEASE POOL	14944	0/00/00	0	0/00/00	0	0	MKT	8739
	BOX-XL	LEASE POOL	14946	0/00/00	0	0/00/00	0	0	MKT	8741
	BOX-XL	LEASE POOL	14949	0/00/00	0	0/00/00	0	0	MKT	8744
	BOX-XL	LEASE POOL	14951	0/00/00	0	0/00/00	0	0	MKT	8746
	BOX-XL	LEASE POOL	14952	0/00/00	0	0/00/00	0	0	MKT	8747
	BOX-XL	LEASE POOL	14957	0/00/00	0	0/00/00	0	0	MKT	8752
	BOX-XL	LEASE POOL	14966	0/00/00	0	0/00/00	0	0	MKT	8761
	BOX-XL	LEASE POOL	14970	0/00/00	0	0/00/00	0	0	MKT	8765
	BOX-XL	LEASE POOL	14976	0/00/00	0	0/00/00	0	0	MKT	8771
	BOX-XL	LEASE POOL	15000	0/00/00	0	0/00/00	0	0	MKT	8795
	BOX-XL	LEASE POOL	15003	0/00/00	0	0/00/00	0	0	MKT	8798
N= 16										
571-06 *	BOX-XL	LEASE POOL	15008	0/00/00	0	0/00/00	0	0	MKT	8508
N= 1										
759-01 *	GBSR COIL	LEASE POOL	16958	0/00/00	0	0/00/00	0	0	USLX	801
N= 1										
1409-00 *	GONDOLA-GT	LEASE POOL	27171	0/00/00	0	0/00/00	0	0	USLX	40160
N= 1										

E X H I B I T A
COLLATERAL ADDITIONS
SEPTEMBER 30, 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
1413-01	‡ REFRIG-RBL	LEASE POOL	17658	0/00/00	0	0/00/00	0	0	GTW	302065
N=	1									
1413-02	‡ REFRIG-RBL	LEASE POOL	17678	0/00/00	0	0/00/00	0	0	GTW	302082
N=	1									
2075-02	‡ TANK-210CI	LEASE POOL	37290	0/00/00	0	0/00/00	0	0	USLX	21658
N=	1									
2171-02	* REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17185	87/01/27	2	87/05/18	1	0	USLX	9005
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17186	87/01/27	2	87/05/18	1	0	USLX	9006
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17197	87/01/27	2	87/05/18	1	0	USLX	9017
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17622	87/01/27	2	87/05/18	1	0	USLX	10088
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17453	87/01/27	2	87/05/18	1	0	USLX	10109
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17630	87/01/27	2	87/05/18	1	0	USLX	10127
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17631	87/01/27	2	87/05/18	1	0	USLX	10129
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17637	87/01/27	2	87/05/18	1	0	USLX	10144
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17457	87/01/27	2	87/05/18	1	0	USLX	10152
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17454	87/01/27	2	87/05/18	1	0	USLX	10166
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17460	87/01/27	2	87/05/18	1	0	USLX	10168
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17459	87/01/27	2	87/05/18	1	0	USLX	10170
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17458	87/01/27	2	87/05/18	1	0	USLX	10186
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17477	87/01/27	2	87/05/18	1	0	USLX	10187
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17472	87/01/27	2	87/05/18	1	0	USLX	10270
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17471	87/01/27	2	87/05/18	1	0	USLX	10274
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17469	87/01/27	2	87/05/18	1	0	USLX	10276
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17468	87/01/27	2	87/05/18	1	0	USLX	10277
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17467	87/01/27	2	87/05/18	1	0	USLX	10279
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17836	87/01/27	2	87/05/18	1	0	USLX	10280
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17466	87/01/27	2	87/05/18	1	0	USLX	10291
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17465	87/01/27	2	87/05/18	1	0	USLX	10297
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17464	87/01/27	2	87/05/18	1	0	USLX	10312
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17463	87/01/27	2	87/05/18	1	0	USLX	10313
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17462	87/01/27	2	87/05/18	1	0	USLX	10315
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17837	87/01/27	2	87/05/18	1	0	USLX	10318
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18076	87/01/27	2	87/05/18	1	0	USLX	10393
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18075	87/01/27	2	87/05/18	1	0	USLX	10394
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18072	87/01/27	2	87/05/18	1	0	USLX	10397
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	18070	87/01/27	2	87/05/18	1	0	USLX	10399
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17919	87/01/27	2	87/05/18	1	0	USLX	10540
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17908	87/01/27	2	87/05/18	1	0	USLX	10541
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17917	87/01/27	2	87/05/18	1	0	USLX	15025
	REFRIG-RBL	ATCHISON TOPEKA & SANTA FE RWY CO	17918	87/01/27	2	87/05/18	1	0	USLX	15026
N=	34									

E X H I B I T A
COLLATERAL ADDITIONS
SEPTEMBER 30, 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
2179-01	* COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	38520	87/04/09	1	87/04/09	1	0	USLX	18365
	COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	38536	87/04/09	1	87/04/09	1	0	USLX	18367
N=	2									
2185-01	* GONDOLA-GB	CHICAGO SOUTH SHORE & SOUTH BEND RR	40971	87/06/19	1	87/06/19	1	0	CSS	41125
	GONDOLA-GB	CHICAGO SOUTH SHORE & SOUTH BEND RR	37835	87/06/19	1	87/06/19	1	0	CSS	41195
N=	2									

TOTAL COLLATERAL ADDITIONS 9/87 = 68

E X H I B I T B
COLLATERAL DELETIONS
SEPTEMBER 30, 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
571-01	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	14217	66/10/08	1	66/10/08	15	0	MKT	11880
N= 1										
571-04	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	14814	66/10/08	1	66/10/08	15	0	MKT	8609
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14816	66/10/08	1	66/10/08	15	0	MKT	8611
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14848	66/10/08	1	66/10/08	15	0	MKT	8643
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14851	66/10/08	1	66/10/08	15	0	MKT	8646
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14873	66/10/08	1	66/10/08	15	0	MKT	8668
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14896	66/10/08	1	66/10/08	15	0	MKT	8691
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14903	66/10/08	1	66/10/08	15	0	MKT	8698
N= 7										
571-05	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	14907	66/10/08	1	66/10/08	15	0	MKT	8702
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14919	66/10/08	1	66/10/08	15	0	MKT	8714
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14921	66/10/08	1	66/10/08	15	0	MKT	8716
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14936	66/10/08	1	66/10/08	15	0	MKT	8731
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14940	66/10/08	1	66/10/08	15	0	MKT	8735
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14944	66/10/08	1	66/10/08	15	0	MKT	8739
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14946	66/10/08	1	66/10/08	15	0	MKT	8741
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14949	66/10/08	1	66/10/08	15	0	MKT	8744
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14951	66/10/08	1	66/10/08	15	0	MKT	8746
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14952	66/10/08	1	66/10/08	15	0	MKT	8747
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14957	66/10/08	1	66/10/08	15	0	MKT	8752
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14966	66/10/08	1	66/10/08	15	0	MKT	8761
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14970	66/10/08	1	66/10/08	15	0	MKT	8765
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	14976	66/10/08	1	66/10/08	15	0	MKT	8771
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	15000	66/10/08	1	66/10/08	15	0	MKT	8795
	BOX-XL	MISSOURI-KANSAS-TEXAS RR	15003	66/10/08	1	66/10/08	15	0	MKT	8798
N= 16										
571-06	* BOX-XL	MISSOURI-KANSAS-TEXAS RR	15008	66/10/08	1	66/10/08	15	0	MKT	8508
N= 1										
759-01	* GBSR COIL	DEMONSTRATOR CARS	16958	68/12/23	1	68/12/23	0	1	USLX	801
N= 1										
796-00	≠ REFRIG-RBL	LEASE POOL	17185	0/00/00	0	0/00/00	0	0	USLX	9005
	REFRIG-RBL	LEASE POOL	17186	0/00/00	0	0/00/00	0	0	USLX	9006
	REFRIG-RBL	LEASE POOL	17197	0/00/00	0	0/00/00	0	0	USLX	9017
N= 3										

E X H I B I T B
COLLATERAL DELETIONS
SEPTEMBER 30, 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
937-00	÷ REFRIG-RBL	LEASE POOL	17919	0/00/00	0	0/00/00	0	0	USLX	10540
	REFRIG-RBL	LEASE POOL	17908	0/00/00	0	0/00/00	0	0	USLX	10541
N=	2									
944-00	÷ REFRIG-RBL	LEASE POOL	17917	0/00/00	0	0/00/00	0	0	ITC	900
	REFRIG-RBL	LEASE POOL	17918	0/00/00	0	0/00/00	0	0	ITC	901
N=	2									
1187-00	÷ REFRIG-RBL	LEASE POOL	18076	0/00/00	0	0/00/00	0	0	USLX	10393
	REFRIG-RBL	LEASE POOL	18075	0/00/00	0	0/00/00	0	0	USLX	10394
	REFRIG-RBL	LEASE POOL	18072	0/00/00	0	0/00/00	0	0	USLX	10397
	REFRIG-RBL	LEASE POOL	18070	0/00/00	0	0/00/00	0	0	USLX	10399
N=	4									
1409-00	* GONDOLA-GT	DEMONSTRATOR CARS	27171	76/08/31	1	76/08/31	0	1	USLX	40160
N=	1									
1413-01	* REFRIG-RBL	GRAND TRUNK WESTERN RR	17658	76/03/15	1	76/03/15	10	0	GTW	302065
N=	1									
1413-02	* REFRIG-RBL	GRAND TRUNK WESTERN RR	17678	76/03/15	1	76/03/15	10	0	GTW	302082
N=	1									
1429-00	÷ REFRIG-RBL	LEASE POOL	17453	0/00/00	0	0/00/00	0	0	USLX	10109
	REFRIG-RBL	LEASE POOL	17457	0/00/00	0	0/00/00	0	0	USLX	10152
	REFRIG-RBL	LEASE POOL	17454	0/00/00	0	0/00/00	0	0	USLX	10166
	REFRIG-RBL	LEASE POOL	17460	0/00/00	0	0/00/00	0	0	USLX	10168
	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	17472	0/00/00	0	0/00/00	0	0	USLX	10270
	REFRIG-RBL	LEASE POOL	17471	0/00/00	0	0/00/00	0	0	USLX	10274
	REFRIG-RBL	LEASE POOL	17469	0/00/00	0	0/00/00	0	0	USLX	10276
	REFRIG-RBL	LEASE POOL	17468	0/00/00	0	0/00/00	0	0	USLX	10277
	REFRIG-RBL	LEASE POOL	17467	0/00/00	0	0/00/00	0	0	USLX	10279
	REFRIG-RBL	LEASE POOL	17836	0/00/00	0	0/00/00	0	0	USLX	10280
	REFRIG-RBL	LEASE POOL	17466	0/00/00	0	0/00/00	0	0	USLX	10291
	REFRIG-RBL	LEASE POOL	17465	0/00/00	0	0/00/00	0	0	USLX	10297
	REFRIG-RBL	LEASE POOL	17464	0/00/00	0	0/00/00	0	0	USLX	10312
	REFRIG-RBL	LEASE POOL	17463	0/00/00	0	0/00/00	0	0	USLX	10313
	REFRIG-RBL	LEASE POOL	17462	0/00/00	0	0/00/00	0	0	USLX	10315
	REFRIG-RBL	LEASE POOL	17837	0/00/00	0	0/00/00	0	0	USLX	10318
N=	19									

E X H I B I T B
COLLATERAL DELETIONS
SEPTEMBER 30, 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
2023-11	* GONDOLA-GB	FERDINAND RAILROAD	40971	83/07/01	11	85/08/07	0	1	FRDN	41125
	GONDOLA-GB	FERDINAND RAILROAD	37835	83/07/01	11	85/08/07	0	1	FRDN	41195
N=	2									
2045-01	* COV HOP-LO	WISCONSIN & SOUTHERN RAILROAD CO	38520	83/09/12	1	83/09/12	5	0	WSOR	3876
	COV HOP-LO	WISCONSIN & SOUTHERN RAILROAD CO	38536	83/09/12	1	83/09/12	5	0	WSOR	3892
N=	2									
2075-02	* TANK-210CI	DOUGLASS FERTILIZER & CHEMICAL INC	37290	84/05/11	28	86/02/14	0	3	USLX	21658
N=	1									
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									

TOTAL COLLATERAL DELETIONS 9/87 = 68