ITEL
Pullman

Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

RECORDATION NO 15415-D FILED 1425
FEB 27 1989 -12 30 PM
INTERSTATE COMMERCE COMMISSION

February 22, 1989

Date 2/27/89
Fee $ 13

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

ICC Washington, D. C.

9-058A008

Re: **Supplement No. 2 to the Security Agreement between Itel Railcar Corporation and Chemical Bank, as Agent**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the $13 recordation fee.

Please record this Supplement under the Security Agreement dated as of December 18, 1987, between Itel Railcar Corporation and Chemical Bank, as Agent, which was filed with the ICC on December 18, 1988, under Recordation No. 15415.

The parties to the aforementioned instrument are listed below:

Itel Railcar Corporation (Debtor)
55 Francisco Street
San Francisco, California 94133

Chemical New York Corporation-USA (Agent)
Three First National Plaza, 55th Floor
Chicago, Illinois 60602

This Supplement identifies the remarkings of a group of cars, and the assignment of certain leases and any amendments thereto entered into by Debtor, during the last six months of 1988.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

RECORDATION NO. 15415-D
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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2 ("SUPPLEMENT")
TO THE SECURITY AGREEMENT
BETWEEN ITEL RAILCAR CORPORATION ("DEBTOR")
AND CHEMICAL BANK, AS AGENT ("AGENT")

WHEREAS, Debtor entered into a credit agreement (the "Credit Agreement") dated as of December 18, 1987, with Chemical Bank, as Agent (the "Agent") on behalf of certain banks (the "Lenders") who were parties to the Credit Agreement, pursuant to which the Lenders made certain loans to Debtor; and

WHEREAS, in furtherance of the Credit Agreement, Debtor and Agent entered into a security agreement (the "Security Agreement") dated as of December 18, 1987, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on December 18, 1987, and given Recordation No. 15415, pursuant to which Debtor granted to Agent, for its benefit and the benefit of the Lenders, a security interest in the Collateral (as defined in the Security Agreement), including the Collateral Railcars (as defined in the Security Agreement), which Collateral Railcars are listed on Exhibit A to the transmittal letter dated December 18, 1987, from Debtor to the I.C.C.; and

WHEREAS, the parties desire that Debtor shall file (i) periodic supplements to the Security Agreement to reflect the remarking from time to time of the Collateral Railcars and (ii) the assignment of leases and subleases entered into that cover both Collateral Railcars and Noncollateral Railcars.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Credit Agreement and the Security Agreement (together, the "Loan Documents"), the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Loan Documents, unless otherwise stated.

2. The Security Agreement is hereby supplemented as follows:

   (i) Exhibit A-2 attached hereto reflects the remarking of each unit of Collateral listed beneath the column entitled "Previous Reporting Marks," respectively, to the reporting marks listed beneath the column entitled "Current Reporting Marks"; and

   (ii) Exhibit B-2 attached hereto reflects the new leases (and, if any, subleases), entered into during the last six months of 1988 that cover both Collateral Railcars and Noncollateral Railcars ("Mixed Leases") and the amendment of existing leases (and, if any, subleases), to add Collateral Railcars thereto.

3. Debtor hereby assigns, transfers and sets over to and unto Agent, as continuing collateral security for the payment and performance of Debtor's obligations under the Credit Agreement, all of Debtor's rights, title, and interest, powers, privileges, and other benefits under the Mixed Leases, to the extent that each Mixed Lease relates to Collateral Railcars, including without limitation, all rights to all rentals, profits, and other sums payable to or receivable by Debtor from the lessees or otherwise under or pursuant to the provisions of the Mixed Leases, to the extent that each Mixed Lease relates to Collateral Railcars, whether as rent, casualty payment, indemnity, liquidated damages, or otherwise (to the extent relating to or arising out of Collateral Railcars, such moneys being hereinafter called the "Payments"). In furtherance of the foregoing

assignment, transfer and setting over, Debtor hereby irrevocably authorizes and empowers Agent in its own name, in the name of its nominee, or in the name of Debtor or as its attorney, after the occurrence of an Event of Default under the Credit Agreement, to ask, demand, sue for, collect, and receive any and all Payments to which the Borrower is or may become entitled under the Mixed Leases, and to enforce compliance by the Lessees with all the terms and provisions thereof. The Agent's pro rata rights to Payments under any Mixed Lease shall be governed by the following formula:

> Whenever the amount of any payment due to the Agent under a Mixed Lease as car hire payments or other rental revenues is calculated on an aggregate basis for all equipment leased thereunder, and the payments attributable to Collateral Railcars cannot, using accepted industry practices and procedures then existing, feasibly and readily be segregated from the payments attributable to Noncollateral Railcars, for the purposes of this assignment, an amount equal to the Assigned Fraction (as hereinafter defined) of each such payment shall be deemed to be payable with respect to such Collateral Railcars leased under such Mixed Lease. (It is understood that, if actual payments cannot feasibly and readily be segregated by individual railcars, the parties should first attempt to segregate payments by railcar type and series before using the Assigned Fraction method of allocation.) The term "Assigned Fraction" shall mean a fraction, the numerator of which

shall be the number of units of equipment comprising such Collateral Railcars leased under such Mixed Lease and the denominator of which shall be the aggregate number of units of equipment (including units of Collateral Railcars and Noncollateral Railcars) leased under such Mixed Lease.

Notwithstanding the foregoing, if the use of the above formula with respect to any Mixed Lease contravenes the terms of Debtor's financing documents with another creditor with respect to Noncollateral Railcars subject to such Mixed Lease, the amount of the Payments to which the Agent shall be entitled under such Mixed Lease shall be determined by the actual amount of Payments derived from or attributable to the Collateral Railcars subject to such Mixed Lease.

4. This Supplement is executed only as security for the obligation of Debtor under the Loan Documents and, therefore, this Supplement shall not subject Debtor to, or transfer, or pass, or in any way affect or modify, the liability of Debtor under the Mixed Leases, it being understood and agreed that notwithstanding this Supplement or any subsequent supplement, all obligations of Debtor to the lessees shall be and remain enforceable by the lessees, their respective successors and assigns, against, and only against the Debtor or persons other than the Agent.

5. Debtor will, from time to time, do and perform any other act and will execute, acknowledge, and deliver and file, register, deposit, and record (and will refile, reregister, rerecord, or redeposit whenever required) any and all further instruments required by law or requested by Agent in order to confirm or further assure the interests of Agent hereunder.

6. The provisions of this assignment shall not be deemed to restrict or otherwise limit in any respect any rights granted to Agent in or with respect to the Mixed Leases pursuant to the Loan Documents.

7. Upon the full discharge and satisfaction of all of Debtor's obligations under the Loan Documents and this Supplement, all rights herein assigned to Agent shall terminate, and all estate, right, title, and interest of Agent in and to this Supplement shall revert to Debtor.

8. This Supplement shall be governed by the laws of the State of New York, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the I.C.C.

ITEL RAILCAR CORPORATION

By Robert Kiehnle

Title Vice President and Treasurer

Date February 21, 1989

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 21st day of February, 1989, before me personally appeared Robert C. Kiehnle, to me personally known, who being by me duly sworn says that he is Vice President of Itel Railcar Corporation, that the foregoing Supplement No. 2 to the Security Agreement was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL
PATRICIA SCHUMACKER
Notary Public-California
SAN FRANCISCO COUNTY
My Comm. Exp. Feb. 4, 1991

Patricia Schumacker
Notary Public

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
8-8-88 CSX Transportation, Inc.	TWRY 600	CSXT 370175
294 Covered Hopper Cars	TWRY 604	CSXT 370176
	TWRY 607	CSXT 370177
	TWRY 608	CSXT 370178
	TWRY 610	CSXT 370179
	TWRY 611	CSXT 370180
	TWRY 614	CSXT 370181
	TWRY 615	CSXT 370182
	TWRY 619	CSXT 370183
	TWRY 620	CSXT 370184
	TWRY 621	CSXT 370185
	TWRY 624	CSXT 370186
	TWRY 625	CSXT 370187
	TWRY 628	CSXT 370188
	TWRY 634	CSXT 370189
	TWRY 635	CSXT 370190
	TWRY 638	CSXT 370191
	TWRY 639	CSXT 370192
	TWRY 642	CSXT 370193
	TWRY 644	CSXT 370194
	TWRY 649	CSXT 370195
	TWRY 650	CSXT 370196
	TWRY 651	CSXT 370197
	TWRY 654	CSXT 370198
	TWRY 656	CSXT 370199
	TWRY 658	CSXT 370200
	TWRY 670	CSXT 370201
	TWRY 671	CSXT 370202
	TWRY 672	CSXT 370203
	TWRY 674	CSXT 370204
	TWRY 675	CSXT 370205
	TWRY 676	CSXT 370206
	TWRY 677	CSXT 370207
	TWRY 678	CSXT 370208
	TWRY 682	CSXT 370209
	TWRY 683	CSXT 370210
	TWRY 684	CSXT 370211
	TWRY 689	CSXT 370212
	TWRY 690	CSXT 370213
	TWRY 694	CSXT 370214
	TWRY 695	CSXT 370215
	TWRY 696	CSXT 370216
	TWRY 699	CSXT 370217
	TWRY 700	CSXT 370218
	TWRY 704	CSXT 370219
	TWRY 705	CSXT 370220
	TWRY 707	CSXT 370221

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	TWRY 709	CSXT 370222
	TWRY 714	CSXT 370223
	TWRY 717	CSXT 370224
	TWRY 718	CSXT 370225
	TWRY 719	CSXT 370226
	TWRY 720	CSXT 370227
	TWRY 724	CSXT 370228
	TWRY 730	CSXT 370229
	TWRY 731	CSXT 370230
	TWRY 732	CSXT 370231
	TWRY 740	CSXT 370232
	TWRY 741	CSXT 370233
	TWRY 742	CSXT 370234
	TWRY 744	CSXT 370235
	TWRY 745	CSXT 370236
	TWRY 746	CSXT 370237
	TWRY 748	CSXT 370238
	TWRY 751	CSXT 370239
	TWRY 752	CSXT 370240
	TWRY 753	CSXT 370241
	TWRY 754	CSXT 370242
	TWRY 759	CSXT 370243
	TWRY 760	CSXT 370244
	TWRY 762	CSXT 370245
	TWRY 763	CSXT 370246
	TWRY 765	CSXT 370247
	TWRY 766	CSXT 370248
	TWRY 767	CSXT 370249
	TWRY 768	CSXT 370250
	TWRY 770	CSXT 370251
	TWRY 772	CSXT 370252
	TWRY 774	CSXT 370253
	TWRY 780	CSXT 370254
	TWRY 781	CSXT 370255
	TWRY 783	CSXT 370256
	TWRY 785	CSXT 370257
	TWRY 786	CSXT 370258
	TWRY 787	CSXT 370259
	TWRY 790	CSXT 370260
	TWRY 791	CSXT 370261
	TWRY 794	CSXT 370262
	TWRY 795	CSXT 370263
	TWRY 798	CSXT 370264
	TWRY 799	CSXT 370265
	TWRY 45500	CSXT 370266
	TWRY 45501	CSXT 370267
	TWRY 45502	CSXT 370268

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	TWRY 45503	CSXT 370269
	TWRY 45504	CSXT 370270
	TWRY 45505	CSXT 370271
	TWRY 45506	CSXT 370272
	TWRY 45507	CSXT 370273
	TWRY 45508	CSXT 370274
	TWRY 45509	CSXT 370275
	TWRY 45510	CSXT 370276
	TWRY 45511	CSXT 370277
	TWRY 45512	CSXT 370278
	TWRY 45513	CSXT 370279
	TWRY 1000	CSXT 370280
	TWRY 1001	CSXT 370281
	TWRY 1002	CSXT 370282
	TWRY 1003	CSXT 370283
	TWRY 1004	CSXT 370284
	TWRY 1007	CSXT 370285
	TWRY 1008	CSXT 370286
	TWRY 1009	CSXT 370287
	TWRY 1010	CSXT 370288
	TWRY 1011	CSXT 370289
	TWRY 1012	CSXT 370290
	TWRY 1013	CSXT 370291
	TWRY 1014	CSXT 370292
	TWRY 1015	CSXT 370293
	TWRY 1016	CSXT 370294
	TWRY 1017	CSXT 370295
	TWRY 1018	CSXT 370296
	TWRY 1019	CSXT 370297
	TWRY 1020	CSXT 370298
	TWRY 1021	CSXT 370299
	TWRY 1022	CSXT 370300
	TWRY 1023	CSXT 370301
	TWRY 1024	CSXT 370302
	TWRY 1025	CSXT 370303
	TWRY 1026	CSXT 370304
	TWRY 1027	CSXT 370305
	TWRY 1028	CSXT 370306
	TWRY 1029	CSXT 370307
	TWRY 1030	CSXT 370308
	TWRY 1031	CSXT 370309
	TWRY 1032	CSXT 370310
	TWRY 1033	CSXT 370311
	TWRY 1034	CSXT 370312
	TWRY 1035	CSXT 370313
	TWRY 1036	CSXT 370314
	TWRY 1037	CSXT 370315

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	TWRY 1038	CSXT 370316
	TWRY 1039	CSXT 370317
	TWRY 1040	CSXT 370318
	TWRY 1041	CSXT 370319
	TWRY 1042	CSXT 370320
	TWRY 1043	CSXT 370321
	TWRY 1044	CSXT 370322
	TWRY 1045	CSXT 370323
	TWRY 1046	CSXT 370324
	TWRY 1047	CSXT 370325
	TWRY 1048	CSXT 370326
	TWRY 1049	CSXT 370327
	TWRY 1050	CSXT 370328
	TWRY 1051	CSXT 370329
	TWRY 1052	CSXT 370330
	TWRY 1053	CSXT 370331
	TWRY 1054	CSXT 370332
	TWRY 1055	CSXT 370333
	TWRY 1056	CSXT 370334
	TWRY 1057	CSXT 370335
	TWRY 1058	CSXT 370336
	TWRY 1059	CSXT 370337
	TWRY 1060	CSXT 370338
	TWRY 1061	CSXT 370339
	TWRY 1062	CSXT 370340
	TWRY 1063	CSXT 370341
	TWRY 1064	CSXT 370342
	TWRY 1065	CSXT 370343
	TWRY 1066	CSXT 370344
	TWRY 1067	CSXT 370345
	TWRY 1068	CSXT 370346
	TWRY 1069	CSXT 370347
	TWRY 1070	CSXT 370348
	TWRY 1071	CSXT 370349
	TWRY 1072	CSXT 370350
	TWRY 1073	CSXT 370351
	TWRY 1074	CSXT 370352
	TWRY 1075	CSXT 370353
	TWRY 1076	CSXT 370354
	TWRY 1077	CSXT 370355
	TWRY 1078	CSXT 370356
	TWRY 1079	CSXT 370357
	TWRY 1080	CSXT 370358
	TWRY 1082	CSXT 370359
	TWRY 1083	CSXT 370360
	TWRY 1084	CSXT 370361
	TWRY 1085	CSXT 370362

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	TWRY 1086	CSXT 370363
	TWRY 1087	CSXT 370364
	TWRY 1088	CSXT 370365
	TWRY 1089	CSXT 370366
	TWRY 1090	CSXT 370367
	TWRY 1091	CSXT 370368
	TWRY 1092	CSXT 370369
	TWRY 1093	CSXT 370370
	TWRY 1094	CSXT 370371
	TWRY 1095	CSXT 370372
	TWRY 1096	CSXT 370373
	TWRY 1097	CSXT 370374
	TWRY 1098	CSXT 370375
	TWRY 1099	CSXT 370376
	TWRY 2000	CSXT 370377
	TWRY 2001	CSXT 370378
	TWRY 2002	CSXT 370379
	TWRY 2003	CSXT 370380
	TWRY 2004	CSXT 370381
	TWRY 2005	CSXT 370382
	TWRY 2006	CSXT 370383
	TWRY 2007	CSXT 370384
	TWRY 2009	CSXT 370385
	TWRY 2010	CSXT 370386
	TWRY 2011	CSXT 370387
	TWRY 2012	CSXT 370388
	TWRY 2013	CSXT 370389
	TWRY 2014	CSXT 370390
	TWRY 2015	CSXT 370391
	TWRY 2016	CSXT 370392
	TWRY 2017	CSXT 370393
	TWRY 2018	CSXT 370394
	TWRY 2019	CSXT 370395
	TWRY 2020	CSXT 370396
	TWRY 2021	CSXT 370397
	TWRY 2022	CSXT 370398
	TWRY 2023	CSXT 370399
	TWRY 2025	CSXT 370400
	TWRY 2026	CSXT 370401
	TWRY 2027	CSXT 370402
	TWRY 2028	CSXT 370403
	TWRY 2029	CSXT 370404
	TWRY 2030	CSXT 370405
	TWRY 2031	CSXT 370406
	TWRY 2033	CSXT 370407
	TWRY 2034	CSXT 370408
	TWRY 2035	CSXT 370409

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	TWRY 2036	CSXT 370410
	TWRY 2037	CSXT 370411
	TWRY 2038	CSXT 370412
	TWRY 2309	CSXT 370413
	TWRY 2040	CSXT 370414
	TWRY 2041	CSXT 370415
	TWRY 2043	CSXT 370416
	TWRY 2044	CSXT 370417
	TWRY 2045	CSXT 370418
	TWRY 2047	CSXT 370419
	TWRY 2048	CSXT 370420
	TWRY 2049	CSXT 370421
	TWRY 2050	CSXT 370422
	TWRY 2051	CSXT 370423
	TWRY 2052	CSXT 370424
	TWRY 2053	CSXT 370425
	TWRY 2054	CSXT 370426
	TWRY 2055	CSXT 370427
	TWRY 2058	CSXT 370428
	TWRY 2059	CSXT 370429
	TWRY 2060	CSXT 370430
	TWRY 2061	CSXT 370431
	TWRY 2062	CSXT 370432
	TWRY 2063	CSXT 370433
	TWRY 2064	CSXT 370434
	TWRY 2065	CSXT 370435
	TWRY 2066	CSXT 370436
	TWRY 2067	CSXT 370437
	TWRY 2068	CSXT 370438
	TWRY 2069	CSXT 370439
	TWRY 2070	CSXT 370440
	TWRY 2071	CSXT 370441
	TWRY 2072	CSXT 370442
	TWRY 2073	CSXT 370443
	TWRY 2074	CSXT 370444
	TWRY 2075	CSXT 370445
	TWRY 2076	CSXT 370446
	TWRY 2077	CSXT 370447
	TWRY 2078	CSXT 370448
	TWRY 2079	CSXT 370449
	TWRY 2080	CSXT 370450
	TWRY 2081	CSXT 370451
	TWRY 2082	CSXT 370452
	TWRY 2083	CSXT 370453
	TWRY 2084	CSXT 370454
	TWRY 2085	CSXT 370455
	TWRY 2086	CSXT 370456

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	TWRY 2087	CSXT 370457
	TWRY 2088	CSXT 370458
	TWRY 2089	CSXT 370459
	TWRY 2090	CSXT 370460
	TWRY 2091	CSXT 370461
	TWRY 2092	CSXT 370462
	TWRY 2093	CSXT 370463
	TWRY 2094	CSXT 370464
	TWRY 2095	CSXT 370465
	TWRY 2096	CSXT 370466
	TWRY 2098	CSXT 370467
	TWRY 2099	CSXT 370468

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
5-5-88 Ferdinand and Huntingburg Railroad	LNAC 5200	FRDN 5200
10 Boxcars	LNAC 5201	FRDN 5201
	LNAC 5202	FRDN 5202
	LNAC 5203	FRDN 5203
	LNAC 5204	FRDN 5204
	LNAC 5205	FRDN 5205
	LNAC 5206	FRDN 5206
	LNAC 5207	FRDN 5207
	LNAC 5208	FRDN 5208
	LNAC 5209	FRDN 5209

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
5-5-88 Hartford and Slocomb Railroad	ERLX 200	HS 1000
10 Boxcars	ERLX 201	HS 1001
	ERLX 202	HS 1002
	ERLX 203	HS 1003
	ERLX 1625	HS 1004
	ERLX 1626	HS 1005
	ERLX 1627	HS 1006
	ERLX 1628	HS 1007
	ERLX 1629	HS 1008
	ERLX 1630	HS 1009

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
6-9-88 McCormick, Ashland City & Northern Railroad → 20 Boxcars	NS 2126	MACO 105
	NS 2133	MACO 106
	NS 2149	MACO 107
	NS 2159	MACO 108
	NS 2163	MACO 109
	NS 2167	MACO 110
	NS 2169	MACO 111
	NS 2171	MACO 112
	NS 2172	MACO 113
	NS 2174	MACO 114
	NS 2176	MACO 115
	NS 2183	MACO 116
	NS 2188	MACO 117
	NS 2189	MACO 118
	NS 2206	MACO 119
	NS 2208	MACO 120
	NS 2209	MACO 121
	NS 2220	MACO 122
	NS 2243	MACO 123
	NS 2249	MACO 124

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
8-23-83 Peoria and Pekin Union Railway	USLX 7007	PPU 7007
3 Boxcars	USLX 7008	PPU 7008
	USLX 7009	PPU 7009

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
6-17-88 Wisconsin Central Ltd.	CNW 63200	WC 3200
172 Boxcars	CNW 63201	WC 3201
	CNW 63202	WC 3202
	CNW 63203	WC 3203
	CNW 63205	WC 3205
	CNW 63206	WC 3206
	CNW 63207	WC 3207
	CNW 63208	WC 3208
	CNW 63209	WC 3209
	CNW 63210	WC 3210
	CNW 63211	WC 3211
	CNW 63214	WC 3214
	CNW 63215	WC 3215
	CNW 63216	WC 3216
	CNW 63217	WC 3217
	CNW 63218	WC 3218
	CNW 63219	WC 3219
	CNW 63221	WC 3221
	CNW 63222	WC 3222
	CNW 63223	WC 3223
	CNW 63224	WC 3224
	CNW 63225	WC 3225
	CNW 63226	WC 3226
	CNW 63227	WC 3227
	CNW 63228	WC 3228
	CNW 63229	WC 3229
	CNW 63230	WC 3230
	CNW 63231	WC 3231
	CNW 63232	WC 3232
	CNW 63233	WC 3233
	CNW 63234	WC 3234
	CNW 63235	WC 3235
	CNW 63236	WC 3236
	CNW 63237	WC 3237
	CNW 63238	WC 3238
	CNW 63239	WC 3239
	CNW 63240	WC 3240
	CNW 63241	WC 3241
	CNW 63242	WC 3242
	CNW 63243	WC 3243
	CNW 63244	WC 3244
	CNW 63246	WC 3246
	CNW 63247	WC 3247
	CNW 63248	WC 3248
	CNW 63249	WC 3249
	CNW 63250	WC 3250
	CNW 63251	WC 3251

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	CNW 63252	WC 3252
	CNW 63253	WC 3253
	CNW 63254	WC 3254
	CNW 63255	WC 3255
	CNW 63256	WC 3256
	CNW 63258	WC 3258
	CNW 63260	WC 3260
	CNW 63261	WC 3261
	CNW 63262	WC 3262
	CNW 63263	WC 3263
	CNW 63264	WC 3264
	CNW 63265	WC 3265
	CNW 63266	WC 3266
	CNW 63267	WC 3267
	CNW 63268	WC 3268
	CNW 63269	WC 3269
	CNW 63270	WC 3270
	CNW 63271	WC 3271
	CNW 63272	WC 3272
	CNW 63274	WC 3274
	CNW 63275	WC 3275
	CNW 63276	WC 3276
	CNW 63278	WC 3278
	CNW 63279	WC 3279
	CNW 63280	WC 3280
	CNW 63281	WC 3281
	CNW 63282	WC 3282
	CNW 63284	WC 3284
	CNW 63285	WC 3285
	CNW 63286	WC 3286
	CNW 63287	WC 3287
	CNW 63288	WC 3288
	CNW 63389	WC 3389
	CNW 63390	WC 3390
	CNW 63291	WC 3291
	CNW 63293	WC 3293
	CNW 63294	WC 3294
	CNW 63295	WC 3295
	CNW 63296	WC 3296
	CNW 63297	WC 3297
	CNW 63298	WC 3298
	CNW 63300	WC 3300
	CNW 63301	WC 3301
	CNW 63303	WC 3303
	CNW 63304	WC 3304
	CNW 63305	WC 3305
	CNW 63306	WC 3306

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	CNW 63307	WC 3307
	CNW 63309	WC 3309
	CNW 63310	WC 3310
	CNW 63311	WC 3311
	CNW 63312	WC 3312
	CNW 63313	WC 3313
	CNW 63314	WC 3314
	CNW 63316	WC 3316
	CNW 63317	WC 3317
	CNW 63318	WC 3318
	CNW 63319	WC 3319
	CNW 63320	WC 3320
	CNW 63321	WC 3321
	CNW 63323	WC 3323
	CNW 63324	WC 3324
	CNW 63325	WC 3325
	CNW 63326	WC 3326
	CNW 63328	WC 3328
	CNW 63329	WC 3329
	CNW 63331	WC 3331
	CNW 63333	WC 3333
	CNW 63334	WC 3334
	CNW 63335	WC 3335
	CNW 63336	WC 3336
	CNW 63337	WC 3337
	CNW 63338	WC 3338
	CNW 63339	WC 3339
	CNW 63340	WC 3340
	CNW 63341	WC 3341
	CNW 63342	WC 3342
	CNW 63343	WC 3343
	CNW 63344	WC 3344
	CNW 63345	WC 3345
	CNW 63346	WC 3346
	CNW 63347	WC 3347
	CNW 63348	WC 3348
	CNW 63349	WC 3349
	CNW 63350	WC 3350
	CNW 63351	WC 3351
	CNW 63353	WC 3353
	CNW 63354	WC 3354
	CNW 63357	WC 3357
	CNW 63359	WC 3359
	CNW 63360	WC 3360
	CNW 63361	WC 3361
	CNW 63362	WC 3362
	CNW 63363	WC 3363

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	CNW 63364	WC 3364
	CNW 63366	WC 3366
	CNW 63370	WC 3370
	CNW 63371	WC 3371
	CNW 63372	WC 3372
	CNW 63373	WC 3373
	CNW 63374	WC 3374
	CNW 63375	WC 3375
	CNW 63376	WC 3376
	CNW 63377	WC 3377
	CNW 63379	WC 3379
	CNW 63380	WC 3380
	CNW 63381	WC 3381
	CNW 63382	WC 3382
	CNW 63383	WC 3383
	CNW 63384	WC 3384
	CNW 63385	WC 3385
	CNW 63386	WC 3386
	CNW 63387	WC 3387
	CNW 63388	WC 3388
	CNW 63389	WC 3389
	CNW 63390	WC 3390
	CNW 63391	WC 3391
	CNW 63392	WC 3392
	CNW 63393	WC 3393
	CNW 63394	WC 3394
	CNW 63395	WC 3395
	CNW 63396	WC 3396
	CNW 63397	WC 3397
	CNW 63398	WC 3398
	CNW 63399	WC 3399

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
6-17-88 Wisconsin Central Ltd.	MNS 49400	WC 49400
94 Boxcars	MNS 49401	WC 49401
	MNS 49402	WC 49402
	MNS 49403	WC 49403
	MNS 49404	WC 49404
	MNS 49405	WC 49405
	MNS 49406	WC 49406
	MNS 49407	WC 49407
	MNS 49408	WC 49408
	MNS 49409	WC 49409
	MNS 49410	WC 49410
	MNS 49411	WC 49411
	MNS 49412	WC 49412
	MNS 49413	WC 49413
	MNS 49414	WC 49414
	MNS 49415	WC 49415
	MNS 49416	WC 49416
	MNS 49417	WC 49417
	MNS 49418	WC 49418
	MNS 49419	WC 49419
	MNS 49700	WC 49700
	MNS 49701	WC 49701
	MNS 49702	WC 49702
	MNS 49703	WC 49703
	MNS 49704	WC 49704
	MNS 49705	WC 49705
	MNS 49706	WC 49706
	MNS 49707	WC 49707
	MNS 49708	WC 49708
	MNS 49709	WC 49709
	MNS 49710	WC 49710
	MNS 49711	WC 49711
	MNS 49712	WC 49712
	MNS 49713	WC 49713
	MNS 49714	WC 49714
	MNS 49715	WC 49715
	MNS 49716	WC 49716
	MNS 49717	WC 49717
	MNS 49718	WC 49718
	MNS 49719	WC 49719
	MNS 49720	WC 49720
	MNS 49721	WC 49721
	MNS 49722	WC 49722
	MNS 49724	WC 49724
	MNS 49725	WC 49725
	MNS 49726	WC 49726
	MNS 49727	WC 49727

Exhibit A-2
Remarkings

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period ending December 31, 1988

(Sub)Lease/Units	Previous Reporting Marks	Current Reporting Marks
	MNS 49728	WC 49728
	MNS 49729	WC 49729
	MNS 49730	WC 49730
	MNS 49731	WC 49731
	MNS 49732	WC 49732
	MNS 49733	WC 49733
	MNS 49734	WC 49734
	MNS 49735	WC 49735
	MNS 49736	WC 49736
	MNS 49737	WC 49737
	MNS 49738	WC 49738
	MNS 49739	WC 49739
	MNS 49740	WC 49740
	MNS 49741	WC 49741
	MNS 49742	WC 49742
	MNS 49743	WC 49743
	MNS 49744	WC 49744
	MNS 49745	WC 49745
	MNS 49746	WC 49746
	MNS 49747	WC 49747
	MNS 49748	WC 49748
	MNS 49749	WC 49749
	MNS 49750	WC 49750
	MNS 49751	WC 49751
	MNS 49752	WC 49752
	MNS 49753	WC 49753
	MNS 49754	WC 49754
	MNS 49755	WC 49755
	MNS 49756	WC 49756
	MNS 49757	WC 49757
	MNS 49758	WC 49758
	MNS 49759	WC 49759
	MNS 49760	WC 49760
	MNS 49761	WC 49761
	MNS 49762	WC 49762
	MNS 49763	WC 49763
	MNS 49764	WC 49764
	MNS 49765	WC 49765
	MNS 49766	WC 49766
	MNS 49767	WC 49767
	MNS 49768	WC 49768
	MNS 49769	WC 49769
	MNS 49770	WC 49770
	MNS 49771	WC 49771
	MNS 49772	WC 49772
	MNS 49773	WC 49773
	MNS 49774	WC 49774

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Lease Assignment

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Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Andersons (The)			(Amendment No. 1 to Schedule No. 1)			
USLX	31212-31234	41	LO	06-01-88	15687-B	09-26-88
USLX	131001					
USLX	131012					
USLX	131017					
USLX	131020					
USLX	131030					
USLX	131035					
USLX	131039-131040					
USLX	131046					
USLX	439626					
USLX	439752					
USLX	439758					
USLX	439763					
USLX	439769					
USLX	439779					
USLX	439788					
USLX	439792-439793					
Apalachicola Northern Railroad			(Master Lease)			
				09-07-88	15838	09-26-88
			(Schedule No. 1)			
AN	3702	6	LO	09-07-88	15838-A	09-26-88
AN	3707					
AN	3714					
AN	3721					
AN	3725					
AN	3728					
Atchison, Topeka and Santa Fe Railway			(Master Lease)			
				09-14-88	15580	10-17-88
			(Schedule No. 1)			
USLX	3029-3032	400	RBL	09-14-88	15580-A	10-17-88
USLX	3035-3039					
USLX	3041					
USLX	3043					
USLX	9000-9019					
USLX	9080					

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Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
USLX	9082					
USLX	9983-9997					
USLX	9999-10007					
USLX	10009-10015					
USLX	10017-10018					
USLX	10020-10021					
USLX	10024-10027					
USLX	10029					
USLX	10036					
USLX	10046					
USLX	10075					
USLX	10077-10079					
USLX	10083					
USLX	10086					
USLX	10088					
USLX	10092-10093					
USLX	10100					
USLX	10105					
USLX	10109					
USLX	10116-10117					
USLX	10120					
USLX	10124					
USLX	10127					
USLX	10129					
USLX	10131					
USLX	10137-10138					
USLX	10141					
USLX	10144					
USLX	10146-10148					
USLX	10150-10152					
USLX	10155-10156					
USLX	10158-10163					
USLX	10165-10166					
USLX	10168					
USLX	10170					
USLX	10176-10178					
USLX	10181					
USLX	10183-10187					
USLX	10249					
USLX	10266					
USLX	10268-10270					
USLX	10274-10277					
USLX	10279-10280					
USLX	10291					
USLX	10297					
USLX	10312-10313					
USLX	10315					
USLX	10317-10318					

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Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
USLX	10382					
USLX	10386					
USLX	10390-10394					
USLX	10396-10399					
USLX	10410					
USLX	10445					
USLX	10491					
USLX	10503					
USLX	10511					
USLX	10518					
USLX	10527					
USLX	10540-10549					
USLX	10556					
USLX	10560					
USLX	10562					
USLX	10566-10567					
USLX	10571-10574					
USLX	10576					
USLX	10578-10579					
USLX	10581-10585					
USLX	10587-10588					
USLX	10591					
USLX	10594					
USLX	10597					
USLX	10608					
USLX	10624					
USLX	10634					
USLX	10642					
USLX	10647					
USLX	10655					
USLX	10672					
USLX	10692					
USLX	10699					
USLX	10708					
USLX	10711-10716					
USLX	10719-10720					
USLX	10727					
USLX	10742-10745					
USLX	10748-10754					
USLX	10756-10759					
USLX	10761-10777					
USLX	10781					
USLX	10787-10788					
USLX	10806					
USLX	10827					
USLX	10829					
USLX	10842					
USLX	10866					

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Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
USLX	10874					
USLX	10901					
USLX	10914					
USLX	10926					
USLX	10960-10971					
USLX	11035					
USLX	11101					
USLX	11103					
USLX	11106					
USLX	11111					
USLX	11115-11116					
USLX	11118					
USLX	11137-11139					
USLX	11143					
USLX	11145-11148					
USLX	11152					
USLX	11156-11157					
USLX	11159					
USLX	11169-11177					
USLX	11179-11180					
USLX	11276					
USLX	11279-11280					
USLX	11282-11284					
USLX	11286					
USLX	11289					
USLX	11478					
USLX	11480					
USLX	11482-11497					
USLX	11717					
USLX	11719					
USLX	11720					
USLX	11722-11723					
USLX	11726					
USLX	11740					
USLX	11742					
USLX	11745-11748					
USLX	11750					
USLX	11760					
USLX	13155					
USLX	14000-14004					
USLX	15025-15026					
USLX	15031					
USLX	15033-15034					
USLX	15050-15051					
USLX	15057					
USLX	17000-17004					
USLX	17006-17010					
USLX	17012					

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Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
USLX	17014					
USLX	17016					
USLX	17027					
USLX	17050-17054					
USLX	17056-17057					
USLX	17059-17069					
USLX	17074					
USLX	19000					
USLX	19031-19034					
USLX	19037-19041					
USLX	19043					
USLX	19045-19046					
USLX	19059					
			(Schedule No. 2)			
		200*	LU	09-14-88	15880-B	10-17-88

*Cars to be identified by Amendment to Schedule.

Boston and Maine Corporation		(Notice of Default)				
BM	78000-78599	671	XM	06-05-73	7093-A	11-12-88
BM	3000-3049					
BM	3100-3149					
		(Withdrawal of Notice)				
BM	78000-78599	671	XM	06-05-73	7093-B	12-20-88
BM	3000-3049					
BM	3100-3149					

Brandywine Valley Railroad			(Master Lease)			
				11-07-88	16026	11-14-88
			(Schedule No. 1)			
BVRY	5508-5510	60	GON	11-07-88	16026-A	11-14-88
BVRY	5514					
BVRY	5516					
BVRY	5519					
BVRY	5524					
BVRY	5526					
BVRY	5528-5530					

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Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
BVRY	5534					
BVRY	5537					
BVRY	5541					
BVRY	5544					
BVRY	5546					
BVRY	5548					
BVRY	5551					
BVRY	5556					
BVRY	5560-5561					
BVRY	5563-5564					
BVRY	5566-5569					
BVRY	5573					
BVRY	5576-5580					
BVRY	5583-5586					
BVRY	5589-5590					
BVRY	5594					
BVRY	5599					
BVRY	5601					
BVRY	5604-5605					
BVRY	5607-5608					
BVRY	5613-5619					
BVRY	5621-5623					
BVRY	5625-5628					
Canadian National Railway			(Amendment No. 2)			
CN	410500-410552	249	XM	12-16-87	15483-B	09-26-88
CN	410554					
CN	410556-410562					
CN	410564-410566					
CN	410568-410571					
CN	410600-410626					
CN	410629-410630					
CN	410632-410634					
CN	410636-410637					
CN	410639-410640					
CN	416175					
CN	416179					
CN	416231					
CN	416243-416250					
CN	416252-416384					
CN	416457					
			(Amendment No. 3)			
CN	416251	1	XM	12-16-87	15483-C	11-01-88

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Lease Assignment

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Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Cargill, Inc.			(Master Lease)			
				08-11-88	15781	08-21-88
			(Schedule No. 1)			
USLX	5154-27313 (n.s.)	19	LO	08-11-88	15781-A	08-21-88
CSX Transportation, Inc.			(Master Lease)			
				08-08-88	15782	08-21-88
			(Exhibit 1)			
USLX	20863-20919	63	LO	08-08-88	15782-A	08-21-88
USLX	7272					
USLX	18218					
USLX	18239					
USLX	18243					
USLX	26239					
USLX	26475					
USLX	27286					
			(Exhibit 2)			
CSX	483104-483153	50	GON	08-08-88	15782-B	08-21-88
			(Exhibit 3)			
CSXT	370175-370468	294	HT	08-08-88	15782-C	08-21-88
			(Amendment No. 1 to Exhibit 1)			
USLX	7240	2	LO	08-08-88	15782-D	10-17-88
USLX	7261					
			(Amendment No. 1 to Exhibit 3)			
CSXT	370175-370468	294	HT	08-08-88	15782-E	10-17-88

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Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Green Bay & Western Railroad			(Amendment No. 1)			
GBW	9000-9001	60	LO	07-24-81	13587-A	08-05-88
GBW	9004-9005					
GBW	9007					
GBW	9009					
GBW	9012-9014					
GBW	9016-9020					
GBW	9022-9025					
GBW	9027-9032					
GBW	9035-9045					
GBW	9047-9050					
GBW	9052					
GBW	9055-9061					
GBW	9064-9065					
GBW	9067-9071					
GBW	9074-9075					
GBW	9077-9079					
GBW	9081					
Greenville and Northern Railroad			(Amendment No. 4)			
GRN	9000-9024	25	XM	08-06-76	9102-J	12-02-88
Hartford and Slocomb Railroad			(Schedule No. 2)			
HS	11000-11168	169	RBL	05-05-88	15642-B	10-17-88
			(Schedule No. 3)			
HS	8800-8874	75	XM	05-05-88	15642-C	11-10-88
Indiana Harbor Belt Railroad			(Master Lease)			
				09-01-88	15823	09-15-88
			(Schedule No. 1)			
IHB	1000-1009	10	GBSR	09-01-88	15823-A	09-15-88

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Period Ending December 31, 1988

Lessee/Sublessee	Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
			(Schedule No. 2)			
IHB	7745-7799	50	XM	09-01-88	15823-B	11-14-88
Modesto Empire and Traction Company			(Amendment No. 1)			
LNAC	5225-5250	89	RBL	06-06-80	15770	08-05-88
LNAC	5261-5262					
LNAC	5275-5289					
LNAC	5300-5344					
			(Amendment No. 2)			
LNAC	5225-5250	89	RBL	06-06-80	15770-A	08-05-88
LNAC	5261-5262					
LNAC	5275-5289					
LNAC	5300-5344					
			(Amendment No. 3)			
LNAC	5225-5242	168	RBL	06-06-80	15770-B	08-05-88
LNAC	5244-5250					
LNAC	5257-5259					
LNAC	5261-5262					
LNAC	5275-5289					
LNAC	5300-5307					
LNAC	5309-5344					
LNAC	5500-5522					
LNAC	5524-5527					
LNAC	5529-5542					
LNAC	5600-5634					
LNAC	5636-5638					
Modesto Empire and Traction Company			(Amendment No. 2 to Schedule No. 1)			
LNAC	5700-5746	193	RBL	06-06-80	15769	08-05-88
LNAC	5748-5807					
LNAC	5809-5837					
LNAC	5839-5844					
LNAC	5847-5883					
LNAC	5885-5899					
LNAC	5845	1	XLI			

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Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Morton Thiokol, Inc.			(Amendment No. 1)			
USLX	605	35	LO	06-08-79	15853	10-06-88
USLX	619-620					
USLX	625					
USLX	629-630					
USLX	635					
USLX	638					
USLX	642					
USLX	648					
USLX	650-652					
USLX	654					
USLX	659					
USLX	666					
USLX	669-670					
USLX	678					
USLX	707					
USLX	710					
USLX	713					
USLX	717					
USLX	720					
USLX	723					
USLX	727					
USLX	753					
USLX	758-759					
USLX	770					
USLX	780					
USLX	785					
USLX	788					
USLX	793-794					
			(Schedule No. 6)			
USLX	602	30	LO	06-08-79	15853-A	10-01-88
USLX	604					
USLX	608					
USLX	616					
USLX	622-624					
USLX	626-627					
USLX	634					
USLX	636-637					
USLX	639-640					
USLX	643-644					
USLX	646					
USLX	653					
USLX	655					
USLX	657					

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Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
USLX	660-661					
USLX	672-673					
USLX	675-676					
USLX	701					
USLX	703-704					
USLX	706					
USLX	708					
USLX	716					
USLX	719					
USLX	721-722					
USLX	724-725					
USLX	729					
USLX	731					
USLX	738					
USLX	752					
USLX	754-756					
USLX	760-762					
USLX	767					
USLX	769					
USLX	771					
USLX	774-776					
USLX	782-784					
USLX	787					
USLX	789					
USLX	797-798					
Newburgh and South Shore Railroad			(Master Lease)			
				09-20-88	15879	10-17-88
			(Schedule No. 1)			
NSR	11100-11108	10	GB	09-20-88	15879-A	10-17-88
NSR	11110					
Peoria and Pekin Union Railroad			(Amendment No. 1 to Schedule No. 1)			
PPU	2100-2119	23	XM	06-28-88	15736-B	11-01-88
PPU	7007-7009					
Tarmac Florida, Inc.		(Master Lease)				
				12-09-88	16105	12-27-88

Exhibit B-2
Lease Assignment

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
		(Schedule No. 1)				
USLX	45600-45660	61	HT	12-09-88	16105-A	12-27-88
Terre Haute Brazil & Eastern Railroad			(Master Lease)			
				11-08-88	16058	12-02-88
			(Schedule No. 1)			
TBER	1100-1123	24	LO	11-08-88	16058-A	12-02-88
			(Schedule No. 2)			
TBER	1200-1235	36	LO	11-08-88	16058-B	12-02-88
			(Schedule No. 3)			
TBER	1000-1004	5	RBL	11-08-88	16058-C	12-02-88
Texas Industries, Inc.						
USEX	5000-5001	91	LO	01-14-80	14501-A	09-01-88
USEX	5003-5015					
USEX	5017-5026					
USEX	5028-5040					
USEX	5042-5065					
USEX	5067-5092					
USEX	5094-5095					
USEX	5097					
Texas Oklahoma & Eastern Railroad			(Lease)			
TOE	8000-8074	75	FBS	09-01-88	15824	09-15-88
			(Master Rent Agreement)			
TOE	8000-8074	100	FBS	09-01-88	15824-A	09-15-88
TOE	4500-4524					

Exhibit B-2
Lease Assignment

SUPPLEMENT NO. 2 TO SECURITY AGREEMENT
Period Ending December 31, 1988

Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Texas South-Eastern Railroad			(Master Lease)			
				08-25-88	15825	09-15-88
			(Schedule No. 1)			
TSE	6001-6020	20	FBS	08-25-88	15825-A	09-15-88
Upper Marion & Plymouth Railroad			(Amendment No. 4)			
UMP	5501	40	GON	08-23-83	15768	08-05-88
UMP	5503-5506					
UMP	5511					
UMP	5513					
UMP	5517					
UMP	5522-5523					
UMP	5533					
UMP	5535-5536					
UMP	5538					
UMP	5540					
UMP	5542-5543					
UMP	5547					
UMP	5550					
UMP	5552					
UMP	5555					
UMP	5557-5558					
UMP	5560					
UMP	5562					
UMP	5570					
UMP	5572					
UMP	5581-5582					
UMP	5587					
UMP	5591-5592					
UMP	5595-5596					
UMP	5598					
UMP	5602					
UMP	5609					
UMP	5620					