2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

14059-W

EVANS PRODUCTS COMPANY / EVANS RAILCAR LEASING COMPANY DIVISION

4-324A091

No. NOV 19 1984
Date
Fee $ 10.00
ICC Washington, D. C.

RECORDATION NO. 14059-W Filed 1425

NOV 19 1984 12 25 PM

INTERSTATE COMMERCE COMMISSION

ICC OFFICE OF THE SECRETARY
NOV 19 12 27 PM '84
MOTOR OPERATING UNIT

October 19, 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Supplemental Agreement dated as of October 15, 1984. The parties to the Supplemental Agreement are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Continental Illinois National Bank and Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60697

The enclosed Supplemental Agreement relates to that certain Security Agreement dated as of May 20, 1983 and recorded with Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Supplemental Agreement be filed as subfilings under that number.

A description of the equipment being added to the Security Agreement is attached hereto as Schedule 1.

C Dunlopp CT. Kamble

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 Supplemental Agreement not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

Assistant Secretary

Enclosures

Schedule 1

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11	1248-11	* BOX-XM	LEASE POOL	5224	0/00/00	0	0/00/00	0	0	PICK	20052
N=1											
SERIES 11	1257-00	* FLAT-LP	ST REGIS PAPER CO	8502	73/10/08	1	73/10/08	11	0	USEX	10075
		FLAT-LP	ST REGIS PAPER CO	8501	73/10/08	1	73/10/08	11	0	USEX	10076
		FLAT-LP	ST REGIS PAPER CO	8500	73/10/08	1	73/10/08	11	0	USEX	10077
		FLAT-LP	ST REGIS PAPER CO	8499	73/10/08	1	73/10/08	11	0	USEX	10078
		FLAT-LP	ST REGIS PAPER CO	8494	73/10/08	1	73/10/08	11	0	USEX	10079
		FLAT-LP	ST REGIS PAPER CO	8493	73/10/08	1	73/10/08	11	0	USEX	10080
		FLAT-LP	ST REGIS PAPER CO	5997	73/10/08	1	73/10/08	11	0	USEX	10081
		FLAT-LP	ST REGIS PAPER CO	8492	73/10/08	1	73/10/08	11	0	USEX	10082
		FLAT-LP	ST REGIS PAPER CO	8495	73/10/08	1	73/10/08	11	0	USEX	10083
		FLAT-LP	ST REGIS PAPER CO	5996	73/10/08	1	73/10/08	11	0	USEX	10084
		FLAT-LP	ST REGIS PAPER CO	5995	73/10/08	1	73/10/08	11	0	USEX	10085
		FLAT-LP	ST REGIS PAPER CO	8497	73/10/08	1	73/10/08	11	0	USEX	10087
		FLAT-LP	ST REGIS PAPER CO	5994	73/10/08	1	73/10/08	11	0	USEX	10089
		FLAT-LP	ST REGIS PAPER CO	8505	73/10/08	1	73/10/08	11	0	USEX	10090
		FLAT-LP	ST REGIS PAPER CO	5993	73/10/08	1	73/10/08	11	0	USEX	10091
		FLAT-LP	ST REGIS PAPER CO	8504	73/10/08	1	73/10/08	11	0	USEX	10092
		FLAT-LP	ST REGIS PAPER CO	8503	73/10/08	1	73/10/08	11	0	USEX	10093
		FLAT-LP	ST REGIS PAPER CO	5992	73/10/08	1	73/10/08	11	0	USEX	10094
		FLAT-LP	ST REGIS PAPER CO	8507	73/10/08	1	73/10/08	11	0	USEX	10095
		FLAT-LP	ST REGIS PAPER CO	5991	73/10/08	1	73/10/08	11	0	USEX	10096
		FLAT-LP	ST REGIS PAPER CO	8506	73/10/08	1	73/10/08	11	0	USEX	10097
		FLAT-LP	ST REGIS PAPER CO	8513	73/10/08	1	73/10/08	11	0	USEX	10098
		FLAT-LP	ST REGIS PAPER CO	8512	73/10/08	1	73/10/08	11	0	USEX	10099
		FLAT-LP	ST REGIS PAPER CO	8511	73/10/08	1	73/10/08	11	0	USEX	10100
		FLAT-LP	ST REGIS PAPER CO	8510	73/10/08	1	73/10/08	11	0	USEX	10101
		FLAT-LP	ST REGIS PAPER CO	8509	73/10/08	1	73/10/08	11	0	USEX	10102
		FLAT-LP	ST REGIS PAPER CO	5990	73/10/08	1	73/10/08	11	0	USEX	10103
		FLAT-LP	ST REGIS PAPER CO	8508	73/10/08	1	73/10/08	11	0	USEX	10104
		FLAT-LP	ST REGIS PAPER CO	5989	73/10/08	1	73/10/08	11	0	USEX	10105
		FLAT-LP	ST REGIS PAPER CO	8514	73/10/08	1	73/10/08	11	0	USEX	10107
		FLAT-LP	ST REGIS PAPER CO	8516	73/10/08	1	73/10/08	11	0	USEX	10109
		FLAT-LP	ST REGIS PAPER CO	5987	73/10/08	1	73/10/08	11	0	USEX	10110
		FLAT-LP	ST REGIS PAPER CO	8520	73/10/08	1	73/10/08	11	0	USEX	10112
		FLAT-LP	ST REGIS PAPER CO	8519	73/10/08	1	73/10/08	11	0	USEX	10113
		FLAT-LP	ST REGIS PAPER CO	8518	73/10/08	1	73/10/08	11	0	USEX	10114
		FLAT-LP	ST REGIS PAPER CO	9999	73/10/08	1	73/10/08	11	0	USEX	10115
		FLAT-LP	ST REGIS PAPER CO	8532	73/10/08	1	73/10/08	11	0	USEX	10116
		FLAT-LP	ST REGIS PAPER CO	8531	73/10/08	1	73/10/08	11	0	USEX	10117
		FLAT-LP	ST REGIS PAPER CO	8530	73/10/08	1	73/10/08	11	0	USEX	10118
		FLAT-LP	ST REGIS PAPER CO	5986	73/10/08	1	73/10/08	11	0	USEX	10121
		FLAT-LP	ST REGIS PAPER CO	8522	73/10/08	1	73/10/08	11	0	USEX	10122
		FLAT-LP	ST REGIS PAPER CO	8521	73/10/08	1	73/10/08	11	0	USEX	10123
		FLAT-LP	ST REGIS PAPER CO	5985	73/10/08	1	73/10/08	11	0	USEX	10124
		FLAT-LP	ST REGIS PAPER CO	8526	73/10/08	1	73/10/08	11	0	USEX	10125

FINANCE AGREEMENT	LOT NUMBER	#	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11	1257-00	*	FLAT-LP	ST REGIS PAPER CO	8525	73/10/08	1	73/10/08	11	0	USEX	10126
			FLAT-LP	ST REGIS PAPER CO	8524	73/10/08	1	73/10/08	11	0	USEX	10127
			FLAT-LP	ST REGIS PAPER CO	8528	73/10/08	1	73/10/08	11	0	USEX	10128
			FLAT-LP	ST REGIS PAPER CO	8527	73/10/08	1	73/10/08	11	0	USEX	10129
N=48												
SERIES 11	1289-10	*	BOX-XM	LEASE POOL	8653	0/00/00	0	0/00/00	0	0	RI	40161
			BOX-XM	LEASE POOL	9475	0/00/00	0	0/00/00	0	0	RI	57002
			BOX-XM	LEASE POOL	9474	0/00/00	0	0/00/00	0	0	RI	57003
			BOX-XM	LEASE POOL	9479	0/00/00	0	0/00/00	0	0	RI	57005
			BOX-XM	LEASE POOL	9477	0/00/00	0	0/00/00	0	0	RI	57007
			BOX-XM	LEASE POOL	9505	0/00/00	0	0/00/00	0	0	RI	57012
			BOX-XM	LEASE POOL	9461	0/00/00	0	0/00/00	0	0	RI	57021
			BOX-XM	LEASE POOL	9481	0/00/00	0	0/00/00	0	0	RI	57025
			BOX-XM	LEASE POOL	9425	0/00/00	0	0/00/00	0	0	RI	57031
			BOX-XM	LEASE POOL	8690	0/00/00	0	0/00/00	0	0	RI	57032
			BOX-XM	LEASE POOL	8538	0/00/00	0	0/00/00	0	0	RI	57038
			BOX-XM	LEASE POOL	8540	0/00/00	0	0/00/00	0	0	RI	57040
			BOX-XM	LEASE POOL	8546	0/00/00	0	0/00/00	0	0	RI	57046
			BOX-XM	LEASE POOL	8554	0/00/00	0	0/00/00	0	0	RI	57054
			BOX-XM	LEASE POOL	8561	0/00/00	0	0/00/00	0	0	RI	57061
			BOX-XM	LEASE POOL	8562	0/00/00	0	0/00/00	0	0	RI	57062
			BOX-XM	LEASE POOL	8571	0/00/00	0	0/00/00	0	0	RI	57072
			BOX-XM	LEASE POOL	8579	0/00/00	0	0/00/00	0	0	RI	57080
			BOX-XM	LEASE POOL	8599	0/00/00	0	0/00/00	0	0	RI	57101
			BOX-XM	LEASE POOL	8602	0/00/00	0	0/00/00	0	0	RI	57104
			BOX-XM	LEASE POOL	8616	0/00/00	0	0/00/00	0	0	RI	57118
			BOX-XM	LEASE POOL	8624	0/00/00	0	0/00/00	0	0	RI	57126
			BOX-XM	LEASE POOL	8627	0/00/00	0	0/00/00	0	0	RI	57129
			BOX-XM	LEASE POOL	8631	0/00/00	0	0/00/00	0	0	RI	57133
			BOX-XM	LEASE POOL	8637	0/00/00	0	0/00/00	0	0	RI	57139
			BOX-XM	LEASE POOL	8648	0/00/00	0	0/00/00	0	0	RI	57151
			BOX-XM	LEASE POOL	8671	0/00/00	0	0/00/00	0	0	RI	57174
			BOX-XM	LEASE POOL	8675	0/00/00	0	0/00/00	0	0	RI	57178
			BOX-XM	LEASE POOL	8682	0/00/00	0	0/00/00	0	0	RI	57185
			BOX-XM	LEASE POOL	8693	0/00/00	0	0/00/00	0	0	RI	57197
			BOX-XM	LEASE POOL	8700	0/00/00	0	0/00/00	0	0	RI	57204
			BOX-XM	LEASE POOL	8704	0/00/00	0	0/00/00	0	0	RI	57208
			BOX-XM	LEASE POOL	8705	0/00/00	0	0/00/00	0	0	RI	57209
			BOX-XM	LEASE POOL	8713	0/00/00	0	0/00/00	0	0	RI	57217
			BOX-XM	LEASE POOL	8719	0/00/00	0	0/00/00	0	0	RI	57223
			BOX-XM	LEASE POOL	8723	0/00/00	0	0/00/00	0	0	RI	57227
			BOX-XM	LEASE POOL	8724	0/00/00	0	0/00/00	0	0	RI	57228
			BOX-XM	LEASE POOL	8737	0/00/00	0	0/00/00	0	0	RI	57241
			BOX-XM	LEASE POOL	8740	0/00/00	0	0/00/00	0	0	RI	57244
			BOX-XM	LEASE POOL	8750	0/00/00	0	0/00/00	0	0	RI	57254
			BOX-XM	LEASE POOL	8763	0/00/00	0	0/00/00	0	0	RI	57267

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11	1289-10 *	BOX-XM	LEASE POOL	8798	0/00/00	0	0/00/00	0	0	RI	57294
		BOX-XM	LEASE POOL	8798	0/00/00	0	0/00/00	0	0	RI	57305
		BOX-XM	LEASE POOL	8799	0/00/00	0	0/00/00	0	0	RI	57307
		BOX-XM	LEASE POOL	8800	0/00/00	0	0/00/00	0	0	RI	57308
		BOX-XM	LEASE POOL	8801	0/00/00	0	0/00/00	0	0	RI	57309
		BOX-XM	LEASE POOL	8807	0/00/00	0	0/00/00	0	0	RI	57316
		BOX-XM	LEASE POOL	8835	0/00/00	0	0/00/00	0	0	RI	57346
		BOX-XM	LEASE POOL	8862	0/00/00	0	0/00/00	0	0	RI	57373
		BOX-XM	LEASE POOL	8865	0/00/00	0	0/00/00	0	0	RI	57376
		BOX-XM	LEASE POOL	8876	0/00/00	0	0/00/00	0	0	RI	57387
		BOX-XM	LEASE POOL	8884	0/00/00	0	0/00/00	0	0	ROCK	557003
N=52											
SERIES 11	1385-03 *	BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26178	75/09/08	1	75/09/08	12	0	LNAC	10246
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26180	75/09/08	1	75/09/08	12	0	LNAC	10248
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26182	75/09/08	1	75/09/08	12	0	LNAC	10250
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26184	75/09/08	1	75/09/08	12	0	LNAC	10252
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26185	75/09/08	1	75/09/08	12	0	LNAC	10253
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26187	75/09/08	1	75/09/08	12	0	LNAC	10255
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26189	75/09/08	1	75/09/08	12	0	LNAC	10257
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26191	75/09/08	1	75/09/08	12	0	LNAC	10259
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26192	75/09/08	1	75/09/08	12	0	LNAC	10260
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26193	75/09/08	1	75/09/08	12	0	LNAC	10261
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26198	75/09/08	1	75/09/08	12	0	LNAC	10266
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26199	75/09/08	1	75/09/08	12	0	LNAC	10267
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26200	75/09/08	1	75/09/08	12	0	LNAC	10268
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26201	75/09/08	1	75/09/08	12	0	LNAC	10269
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26203	75/09/08	1	75/09/08	12	0	LNAC	10271
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26206	75/09/08	1	75/09/08	12	0	LNAC	10274
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26207	75/09/08	1	75/09/08	12	0	LNAC	10275
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26209	75/09/08	1	75/09/08	12	0	LNAC	10277
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26210	75/09/08	1	75/09/08	12	0	LNAC	10278
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26213	75/09/08	1	75/09/08	12	0	LNAC	10281
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26214	75/09/08	1	75/09/08	12	0	LNAC	10282
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26215	75/09/08	1	75/09/08	12	0	LNAC	10283
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26216	75/09/08	1	75/09/08	12	0	LNAC	10284
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26217	75/09/08	1	75/09/08	12	0	LNAC	10285
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26218	75/09/08	1	75/09/08	12	0	LNAC	10286
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26222	75/09/08	1	75/09/08	12	0	LNAC	10290
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26223	75/09/08	1	75/09/08	12	0	LNAC	10291
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26224	75/09/08	1	75/09/08	12	0	LNAC	10292
		BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26225	75/09/08	1	75/09/08	12	0	LNAC	10293
N=29											

RECORDATION NO. 14059-W Filed 1425

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO SECURITY AGREEMENT

This is a SUPPLEMENT, dated as of October 15, 1984, from EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the Borrower), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as agent (herein called the Agent).

W I T N E S S E T H:

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation No. 14059-S (herein, as amended or otherwise modified from time to time, called the Security Agreement), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the Lenders) a security interest in certain property of the Borrower (herein called the Collateral);

WHEREAS, pursuant to the terms of the Security Agreement, the Borrower is required to execute and deliver this Supplement to the Security Agreement to the Agent;

NOW, THEREFORE, in consideration for all financial accommodations now or hereafter granted by the Agent or the Lenders to the Borrower, the Borrower agrees as follows:

1. Schedule 1 to the Security Agreement is hereby amended by adding thereto the Equipment and Leases/and Receivables described on the Schedule 1 hereto (the Scheduled Collateral) in which Scheduled Collateral a security interest is hereby granted on the same terms and conditions as stated in Section 2.1 to the Security Agreement and which Scheduled Collateral is and shall be, effective as of the date hereof, Collateral under the Security Agreement and governed in all respects by the terms hereof.

2. This Supplement shall be governed by and construed in accordance with the internal laws of the State of Illinois.

IN WITNESS WHEREOF, this Supplement has been duly executed as of the date first above written.

EVANS RAILCAR LEASING COMPANY

By _____
Vice President

ACCEPTED:

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent

By _____
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Jeanette C. Benedetto a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that C. Richard Barney personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 24th day of October, 1984

Jeanette C. Benedetto
Notary Public

My Commission Expires July 25, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Barbara A. Van Otensel a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that R Radcliffe Hastings personally known to me to be a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 24 day of October, 1984.

Barbara A. Van Otensel
Notary Public

My Commission Expires July 25, 1987.

Schedule 1

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11	1248-11	* BOX-XM	LEASE POOL	5224	0/00/00	0	0/00/00	0	0	PICK	20052
N=1											
SERIES 11	1257-00	* FLAT-LP	ST REGIS PAPER CO	8502	73/10/08	1	73/10/08	11	0	USEX	10075
		FLAT-LP	ST REGIS PAPER CO	8501	73/10/08	1	73/10/08	11	0	USEX	10076
		FLAT-LP	ST REGIS PAPER CO	8500	73/10/08	1	73/10/08	11	0	USEX	10077
		FLAT-LP	ST REGIS PAPER CO	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
		FLAT-LP	ST REGIS PAPER CO	8494	73/10/08	1	73/10/08	11	0	USEX	10079
		FLAT-LP	ST REGIS PAPER CO	8493	73/10/08	1	73/10/08	11	0	USEX	10080
		FLAT-LP	ST REGIS PAPER CO	5997	73/10/08	1	73/10/08	11	0	USEX	10081
		FLAT-LP	ST REGIS PAPER CO	8492	73/10/08	1	73/10/08	11	0	USEX	10082
		FLAT-LP	ST REGIS PAPER CO	8495	73/10/08	1	73/10/08	11	0	USEX	10083
		FLAT-LP	ST REGIS PAPER CO	5996	73/10/08	1	73/10/08	11	0	USEX	10084
		FLAT-LP	ST REGIS PAPER CO	5995	73/10/08	1	73/10/08	11	0	USEX	10085
		FLAT-LP	ST REGIS PAPER CO	8497	73/10/08	1	73/10/08	11	0	USEX	10087
		FLAT-LP	ST REGIS PAPER CO	5994	73/10/08	1	73/10/08	11	0	USEX	10089
		FLAT-LP	ST REGIS PAPER CO	8505	73/10/08	1	73/10/08	11	0	USEX	10090
		FLAT-LP	ST REGIS PAPER CO	5993	73/10/08	1	73/10/08	11	0	USEX	10091
		FLAT-LP	ST REGIS PAPER CO	8504	73/10/08	1	73/10/08	11	0	USEX	10092
		FLAT-LP	ST REGIS PAPER CO	8503	73/10/08	1	73/10/08	11	0	USEX	10093
		FLAT-LP	ST REGIS PAPER CO	5992	73/10/08	1	73/10/08	11	0	USEX	10094
		FLAT-LP	ST REGIS PAPER CO	8507	73/10/08	1	73/10/08	11	0	USEX	10095
		FLAT-LP	ST REGIS PAPER CO	5991	73/10/08	1	73/10/08	11	0	USEX	10096
		FLAT-LP	ST REGIS PAPER CO	8506	73/10/08	1	73/10/08	11	0	USEX	10097
		FLAT-LP	ST REGIS PAPER CO	8513	73/10/08	1	73/10/08	11	0	USEX	10098
		FLAT-LP	ST REGIS PAPER CO	8512	73/10/08	1	73/10/08	11	0	USEX	10099
		FLAT-LP	ST REGIS PAPER CO	8511	73/10/08	1	73/10/08	11	0	USEX	10100
		FLAT-LP	ST REGIS PAPER CO	8510	73/10/08	1	73/10/08	11	0	USEX	10101
		FLAT-LP	ST REGIS PAPER CO	8509	73/10/08	1	73/10/08	11	0	USEX	10102
		FLAT-LP	ST REGIS PAPER CO	5990	73/10/08	1	73/10/08	11	0	USEX	10103
		FLAT-LP	ST REGIS PAPER CO	8508	73/10/08	1	73/10/08	11	0	USEX	10104
		FLAT-LP	ST REGIS PAPER CO	5989	73/10/08	1	73/10/08	11	0	USEX	10105
		FLAT-LP	ST REGIS PAPER CO	8514	73/10/08	1	73/10/08	11	0	USEX	10107
		FLAT-LP	ST REGIS PAPER CO	8516	73/10/08	1	73/10/08	11	0	USEX	10109
		FLAT-LP	ST REGIS PAPER CO	5987	73/10/08	1	73/10/08	11	0	USEX	10110
		FLAT-LP	ST REGIS PAPER CO	8520	73/10/08	1	73/10/08	11	0	USEX	10112
		FLAT-LP	ST REGIS PAPER CO	8519	73/10/08	1	73/10/08	11	0	USEX	10113
		FLAT-LP	ST REGIS PAPER CO	8518	73/10/08	1	73/10/08	11	0	USEX	10114
		FLAT-LP	ST REGIS PAPER CO	9999	73/10/08	1	73/10/08	11	0	USEX	10115
		FLAT-LP	ST REGIS PAPER CO	8532	73/10/08	1	73/10/08	11	0	USEX	10116
		FLAT-LP	ST REGIS PAPER CO	8531	73/10/08	1	73/10/08	11	0	USEX	10117
		FLAT-LP	ST REGIS PAPER CO	8530	73/10/08	1	73/10/08	11	0	USEX	10118
		FLAT-LP	ST REGIS PAPER CO	5986	73/10/08	1	73/10/08	11	0	USEX	10121
		FLAT-LP	ST REGIS PAPER CO	8522	73/10/08	1	73/10/08	11	0	USEX	10122
		FLAT-LP	ST REGIS PAPER CO	8521	73/10/08	1	73/10/08	11	0	USEX	10123
		FLAT-LP	ST REGIS PAPER CO	5985	73/10/08	1	73/10/08	11	0	USEX	10124
		FLAT-LP	ST REGIS PAPER CO	8526	73/10/08	1	73/10/08	11	0	USEX	10125

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11	1257-00	* FLAT-LP	ST REGIS PAPER CO	8525	73/10/08	1	73/10/08	11	0	USEX	10126
		FLAT-LP	ST REGIS PAPER CO	8524	73/10/08	1	73/10/08	11	0	USEX	10127
		FLAT-LP	ST REGIS PAPER CO	8526	73/10/08	1	73/10/08	11	0	USEX	10128
		FLAT-LP	ST REGIS PAPER CO	8527	73/10/08	1	73/10/08	11	0	USEX	10129
N=48											
SERIES 11	1289-10	* BOX-XM	LEASE POOL	8653	0/00/00	0	0/00/00	0	0	RI	40161
		BOX-XM	LEASE POOL	9475	0/00/00	0	0/00/00	0	0	RI	57002
		BOX-XM	LEASE POOL	9474	0/00/00	0	0/00/00	0	0	RI	57003
		BOX-XM	LEASE POOL	9479	0/00/00	0	0/00/00	0	0	RI	57005
		BOX-XM	LEASE POOL	9477	0/00/00	0	0/00/00	0	0	RI	57007
		BOX-XM	LEASE POOL	9505	0/00/00	0	0/00/00	0	0	RI	57012
		BOX-XM	LEASE POOL	9461	0/00/00	0	0/00/00	0	0	RI	57021
		BOX-XM	LEASE POOL	9481	0/00/00	0	0/00/00	0	0	RI	57025
		BOX-XM	LEASE POOL	9425	0/00/00	0	0/00/00	0	0	RI	57031
		BOX-XM	LEASE POOL	8690	0/00/00	0	0/00/00	0	0	RI	57032
		BOX-XM	LEASE POOL	8538	0/00/00	0	0/00/00	0	0	RI	57038
		BOX-XM	LEASE POOL	8540	0/00/00	0	0/00/00	0	0	RI	57040
		BOX-XM	LEASE POOL	8546	0/00/00	0	0/00/00	0	0	RI	57046
		BOX-XM	LEASE POOL	8554	0/00/00	0	0/00/00	0	0	RI	57054
		BOX-XM	LEASE POOL	8561	0/00/00	0	0/00/00	0	0	RI	57061
		BOX-XM	LEASE POOL	8562	0/00/00	0	0/00/00	0	0	RI	57062
		BOX-XM	LEASE POOL	8571	0/00/00	0	0/00/00	0	0	RI	57072
		BOX-XM	LEASE POOL	8579	0/00/00	0	0/00/00	0	0	RI	57080
		BOX-XM	LEASE POOL	8599	0/00/00	0	0/00/00	0	0	RI	57101
		BOX-XM	LEASE POOL	8602	0/00/00	0	0/00/00	0	0	RI	57104
		BOX-XM	LEASE POOL	8616	0/00/00	0	0/00/00	0	0	RI	57118
		BOX-XM	LEASE POOL	8624	0/00/00	0	0/00/00	0	0	RI	57126
		BOX-XM	LEASE POOL	8627	0/00/00	0	0/00/00	0	0	RI	57129
		BOX-XM	LEASE POOL	8631	0/00/00	0	0/00/00	0	0	RI	57133
		BOX-XM	LEASE POOL	8637	0/00/00	0	0/00/00	0	0	RI	57139
		BOX-XM	LEASE POOL	8648	0/00/00	0	0/00/00	0	0	RI	57151
		BOX-XM	LEASE POOL	8671	0/00/00	0	0/00/00	0	0	RI	57174
		BOX-XM	LEASE POOL	8675	0/00/00	0	0/00/00	0	0	RI	57178
		BOX-XM	LEASE POOL	8682	0/00/00	0	0/00/00	0	0	RI	57185
		BOX-XM	LEASE POOL	8693	0/00/00	0	0/00/00	0	0	RI	57197
		BOX-XM	LEASE POOL	8700	0/00/00	0	0/00/00	0	0	RI	57204
		BOX-XM	LEASE POOL	8704	0/00/00	0	0/00/00	0	0	RI	57208
		BOX-XM	LEASE POOL	8705	0/00/00	0	0/00/00	0	0	RI	57209
		BOX-XM	LEASE POOL	8713	0/00/00	0	0/00/00	0	0	RI	57217
		BOX-XM	LEASE POOL	8719	0/00/00	0	0/00/00	0	0	RI	57223
		BOX-XM	LEASE POOL	8723	0/00/00	0	0/00/00	0	0	RI	57227
		BOX-XM	LEASE POOL	8724	0/00/00	0	0/00/00	0	0	RI	57228
		BOX-XM	LEASE POOL	8737	0/00/00	0	0/00/00	0	0	RI	57241
		BOX-XM	LEASE POOL	8740	0/00/00	0	0/00/00	0	0	RI	57244
		BOX-XM	LEASE POOL	8750	0/00/00	0	0/00/00	0	0	RI	57254
		BOX-XM	LEASE POOL	8763	0/00/00	0	0/00/00	0	0	RI	57267

FINANCE AGREEMENT	LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11	1289-10	*	BOX-XM	LEASE POOL	8788	0/00/00	0	0/00/00	0	0	RI	57294
			BOX-XM	LEASE POOL	8798	0/00/00	0	0/00/00	0	0	RI	57305
			BOX-XM	LEASE POOL	8799	0/00/00	0	0/00/00	0	0	RI	57307
			BOX-XM	LEASE POOL	8800	0/00/00	0	0/00/00	0	0	RI	57308
			BOX-XM	LEASE POOL	8801	0/00/00	0	0/00/00	0	0	RI	57309
			BOX-XM	LEASE POOL	8807	0/00/00	0	0/00/00	0	0	RI	57316
			BOX-XM	LEASE POOL	8835	0/00/00	0	0/00/00	0	0	RI	57346
			BOX-XM	LEASE POOL	8862	0/00/00	0	0/00/00	0	0	RI	57373
			BOX-XM	LEASE POOL	8865	0/00/00	0	0/00/00	0	0	RI	57376
			BOX-XM	LEASE POOL	8876	0/00/00	0	0/00/00	0	0	RI	57387
			BOX-XM	LEASE POOL	8684	0/00/00	0	0/00/00	0	0	ROCK	557003
N=52												
SERIES 11	1385-03	*	BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26178	75/09/08	1	75/09/08	12	0	LNAC	10246
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26180	75/09/08	1	75/09/08	12	0	LNAC	10248
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26182	75/09/08	1	75/09/08	12	0	LNAC	10250
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26184	75/09/08	1	75/09/08	12	0	LNAC	10252
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26185	75/09/08	1	75/09/08	12	0	LNAC	10253
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26187	75/09/08	1	75/09/08	12	0	LNAC	10255
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26189	75/09/08	1	75/09/08	12	0	LNAC	10257
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26191	75/09/08	1	75/09/08	12	0	LNAC	10259
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26192	75/09/08	1	75/09/08	12	0	LNAC	10260
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26193	75/09/08	1	75/09/08	12	0	LNAC	10261
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26198	75/09/08	1	75/09/08	12	0	LNAC	10266
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26199	75/09/08	1	75/09/08	12	0	LNAC	10267
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26200	75/09/08	1	75/09/08	12	0	LNAC	10268
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26201	75/09/08	1	75/09/08	12	0	LNAC	10269
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26203	75/09/08	1	75/09/08	12	0	LNAC	10271
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26206	75/09/08	1	75/09/08	12	0	LNAC	10274
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26207	75/09/08	1	75/09/08	12	0	LNAC	10275
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26209	75/09/08	1	75/09/08	12	0	LNAC	10277
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26210	75/09/08	1	75/09/08	12	0	LNAC	10278
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26213	75/09/08	1	75/09/08	12	0	LNAC	10281
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26214	75/09/08	1	75/09/08	12	0	LNAC	10282
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26215	75/09/08	1	75/09/08	12	0	LNAC	10283
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26216	75/09/08	1	75/09/08	12	0	LNAC	10284
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26217	75/09/08	1	75/09/08	12	0	LNAC	10285
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26218	75/09/08	1	75/09/08	12	0	LNAC	10286
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26222	75/09/08	1	75/09/08	12	0	LNAC	10290
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26223	75/09/08	1	75/09/08	12	0	LNAC	10291
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26224	75/09/08	1	75/09/08	12	0	LNAC	10292
			BOX-XM	LOUISVILLE NEW ALBANY & CORYDON RR	26225	75/09/08	1	75/09/08	12	0	LNAC	10293
N=29												