AN AFFILIATE OF
EVANS
PRODUCTS COMPANY

EVANS RAILCAR LEASING COMPANY

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

14059-

5-121A052 RECORDATION NO. 14059-K.F. Filed 1425
MAY 1 1985 -3 40 PM
INTERSTATE COMMERCE COMMISSION

MAY 1 1985

10.00

April 1, 1985

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 April 1, 1985. The parties to the Amendment 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 Amendment relates to that certain Security Agreement dated as of May 20, 1983 and recorded with Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Amendment be filed as subfilings under that number.

Courtney C. Kessler

A description of the equipment being added to the Security Agreement is attached hereto as Exhibit A and a description of the equipment being deleted from the Security Agreement is attached hereto as Exhibit B.

Enclosed herewith is a check in the amount of $10 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to:
Mr. 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

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

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

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

EXHIBIT A
COLLATERAL ADDITIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1775-12	* COV HOP-LO	AIR PRODUCTS MFG CORP	39260	79/05/03	12	85/03/05	1	0	EELX	60025
N=1										
1977-05	* HOPPER-HT	CIS EQUIPMENT LEASING CO	41210	82/04/19	5	84/06/28	1	9	TWRY	600
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41214	82/04/19	5	84/06/28	1	9	TWRY	604
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41221	82/04/19	5	84/06/28	1	9	TWRY	611
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41224	82/04/19	5	84/06/28	1	9	TWRY	614
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41225	82/04/19	5	84/06/28	1	9	TWRY	615
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41229	82/04/19	5	84/06/28	1	9	TWRY	619
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41230	82/04/19	5	84/06/28	1	9	TWRY	620
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41249	82/04/19	5	84/06/28	1	9	TWRY	639
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41254	82/04/19	5	84/06/28	1	9	TWRY	644
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41261	82/04/19	5	84/06/28	1	9	TWRY	650
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41265	82/04/19	5	84/06/28	1	9	TWRY	654
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41267	82/04/19	5	84/06/28	1	9	TWRY	656
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41287	82/04/19	5	84/06/28	1	9	TWRY	677
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41294	82/04/19	5	84/06/28	1	9	TWRY	684
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41300	82/04/19	5	84/06/28	1	9	TWRY	690
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41314	82/04/19	5	84/06/28	1	9	TWRY	704
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41317	82/04/19	5	84/06/28	1	9	TWRY	707
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41319	82/04/19	5	84/06/28	1	9	TWRY	709
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41328	82/04/19	5	84/06/28	1	9	TWRY	718
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41426	82/04/19	5	84/06/28	1	9	TWRY	720
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41434	82/04/19	5	84/06/28	1	9	TWRY	731
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41337	82/04/19	5	84/06/28	1	9	TWRY	740
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41339	82/04/19	5	84/06/28	1	9	TWRY	742
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41342	82/04/19	5	84/06/28	1	9	TWRY	745
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41344	82/04/19	5	84/06/28	1	9	TWRY	748
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41442	82/04/19	5	84/06/28	1	9	TWRY	751
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41345	82/04/19	5	84/06/28	1	9	TWRY	752
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41347	82/04/19	5	84/06/28	1	9	TWRY	754
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41446	82/04/19	5	84/06/28	1	9	TWRY	762
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41447	82/04/19	5	84/06/28	1	9	TWRY	763
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41454	82/04/19	5	84/06/28	1	9	TWRY	770
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41458	82/04/19	5	84/06/28	1	9	TWRY	774
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41484	82/04/19	5	84/06/28	1	9	TWRY	780
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41487	82/04/19	5	84/06/28	1	9	TWRY	783
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41494	82/04/19	5	84/06/28	1	9	TWRY	790
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41499	82/04/19	5	84/06/28	1	9	TWRY	795
N=36										

E X H I B I T A
COLLATERAL ADDITIONS
MARCH 31, 1985

LOT NUMBER	* ≠	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1977-06	*	HOPPER-HT	CIS EQUIPMENT LEASING CO	41325	82/04/19	6	84/09/05	1	8	TWRY	45500
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41343	82/04/19	6	84/09/05	1	8	TWRY	45501
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41227	82/04/19	6	84/09/05	1	8	TWRY	45502
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41280	82/04/19	6	84/09/05	1	8	TWRY	45503
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41278	82/04/19	6	84/09/05	1	8	TWRY	45504
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41493	82/04/19	6	84/09/05	1	8	TWRY	45505
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41331	82/04/19	6	84/09/05	1	8	TWRY	45506
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41257	82/04/19	6	84/09/05	1	8	TWRY	45507
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41279	82/04/19	6	84/09/05	1	8	TWRY	45508
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41453	82/04/19	6	84/09/05	1	8	TWRY	45509
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41429	82/04/19	6	84/09/05	1	8	TWRY	45510
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41459	82/04/19	6	84/09/05	1	8	TWRY	45511
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41258	82/04/19	6	84/09/05	1	8	TWRY	45512
		HOPPER-HT	CIS EQUIPMENT LEASING CO	41441	82/04/19	6	84/09/05	1	8	TWRY	45513
N=14											
1978-01	*	COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	41722	82/05/04	1	85/02/01	10	0	BN	438922
N=1											
1984-00	≠	TANK-210CI	LEASE POOL	37321	0/00/00	0	0/00/00	0	0	ERLX	103
N=1											
2008-05	≠	TANK-210CI	LEASE POOL	39528	0/00/00	0	0/00/00	0	0	USLX	21832
		TANK-210CI	LEASE POOL	39529	0/00/00	0	0/00/00	0	0	USLX	21833
		TANK-210CI	LEASE POOL	41090	0/00/00	0	0/00/00	0	0	USLX	22024
		TANK-210CI	LEASE POOL	41120	0/00/00	0	0/00/00	0	0	USLX	22111
		TANK-210CI	LEASE POOL	41121	0/00/00	0	0/00/00	0	0	USLX	22112
		TANK-210CI	LEASE POOL	41152	0/00/00	0	0/00/00	0	0	USLX	22143
		TANK-210CI	LEASE POOL	41153	0/00/00	0	0/00/00	0	0	USLX	22144
		TANK-210CI	LEASE POOL	41160	0/00/00	0	0/00/00	0	0	USLX	22151
N=8											
2032-02	*	COV HOP-LO	MARYLAND MIDLAND RAILROAD	41386	83/07/07	2	84/01/06	15	0	MMID	3455
N=1											
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	USLX	100165
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	USLX	100166
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	USLX	100167
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	USLX	100176
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40912	84/09/01	1	84/09/01	1	0	USLX	100177
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41009	84/09/01	1	84/09/01	1	0	USLX	100273
N=6											

E X H I B I T A
COLLATERAL ADDITIONS
MARCH 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2099-02	*	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16220	84/10/30	2	85/02/07	3	0	USLX	983
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16233	84/10/30	2	85/02/07	3	0	USLX	997
N=2											
2105-01	*	TANK-210CI	E I DUPONT NEMOURS & CO	39626	85/02/14	1	85/02/14	5	0	USLX	21978
		TANK-210CI	E I DUPONT NEMOURS & CO	39627	85/02/14	1	85/02/14	5	0	USLX	21979
N=2											

TOTAL COLLATERAL ADDITIONS 03/85 = 72

E X H I B I T B
COLLATERAL DELETIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1533-01	* COV HOP-LO	LEASE POOL	16220	0/00/00	0	0/00/00	0	0	USLX	983
	COV HOP-LO	LEASE POOL	16233	0/00/00	0	0/00/00	0	0	USLX	997
N=2										
1566-00	* COV HOP-LO	DEMONSTRATOR CARS	39260	79/06/01	1	78/06/01	0	1	EELX	60025
N=1										
1977-05	* HOPPER-HT	CIS EQUIPMENT LEASING CO	41210	82/04/19	5	84/06/28	1	9	SECX	600
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41214	82/04/19	5	84/06/28	1	9	SECX	604
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41221	82/04/19	5	84/06/28	1	9	SECX	611
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41224	82/04/19	5	84/06/28	1	9	SECX	614
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41225	82/04/19	5	84/06/28	1	9	SECX	615
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41229	82/04/19	5	84/06/28	1	9	SECX	619
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41230	82/04/19	5	84/06/28	1	9	SECX	620
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41249	82/04/19	5	84/06/28	1	9	SECX	639
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41254	82/04/19	5	84/06/28	1	9	SECX	644
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41261	82/04/19	5	84/06/28	1	9	SECX	650
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41265	82/04/19	5	84/06/28	1	9	SECX	654
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41267	82/04/19	5	84/06/28	1	9	SECX	656
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41287	82/04/19	5	84/06/28	1	9	SECX	677
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41294	82/04/19	5	84/06/28	1	9	SECX	684
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41300	82/04/19	5	84/06/28	1	9	SECX	690
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41314	82/04/19	5	84/06/28	1	9	SECX	704
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41317	82/04/19	5	84/06/28	1	9	SECX	707
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41319	82/04/19	5	84/06/28	1	9	SECX	709
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41328	82/04/19	5	84/06/28	1	9	SECX	718
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41426	82/04/19	5	84/06/28	1	9	SECX	720
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41434	82/04/19	5	84/06/28	1	9	SECX	731
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41337	82/04/19	5	84/06/28	1	9	SECX	740
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41339	82/04/19	5	84/06/28	1	9	SECX	742
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41342	82/04/19	5	84/06/28	1	9	SECX	745
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41344	82/04/19	5	84/06/28	1	9	SECX	748
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41442	82/04/19	5	84/06/28	1	9	SECX	751
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41345	82/04/19	5	84/06/28	1	9	SECX	752
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41347	82/04/19	5	84/06/28	1	9	SECX	754
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41446	82/04/19	5	84/06/28	1	9	SECX	762
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41447	82/04/19	5	84/06/28	1	9	SECX	763
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41454	82/04/19	5	84/06/28	1	9	SECX	770
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41458	82/04/19	5	84/06/28	1	9	SECX	774
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41484	82/04/19	5	84/06/28	1	9	SECX	780
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41487	82/04/19	5	84/06/28	1	9	SECX	783
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41494	82/04/19	5	84/06/28	1	9	SECX	790
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41499	82/04/19	5	84/06/28	1	9	SECX	795
N=36										

E X H I B I T B
COLLATERAL DELETIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1977-06	* HOPPER-HT	CIS EQUIPMENT LEASING CO	41325	82/04/19	6	84/09/05	1	8	USLX	45500
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41343	82/04/19	6	84/09/05	1	8	USLX	45501
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41227	82/04/19	6	84/09/05	1	8	USLX	45502
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41280	82/04/19	6	84/09/05	1	8	USLX	45503
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41278	82/04/19	6	84/09/05	1	8	USLX	45504
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41493	82/04/19	6	84/09/05	1	8	USLX	45505
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41331	82/04/19	6	84/09/05	1	8	USLX	45506
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41257	82/04/19	6	84/09/05	1	8	USLX	45507
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41279	82/04/19	6	84/09/05	1	8	USLX	45508
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41453	82/04/19	6	84/09/05	1	8	USLX	45509
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41429	82/04/19	6	84/09/05	1	8	USLX	45510
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41459	82/04/19	6	84/09/05	1	8	USLX	45511
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41258	82/04/19	6	84/09/05	1	8	USLX	45512
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41441	82/04/19	6	84/09/05	1	8	USLX	45513
N=14										
1978-00	* COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	41722	82/05/04	1	82/05/04	2	8	BN	438922
N=1										
1984-00	* TANK-210CI	CONTINENTAL FOREST INDUSTRIES	37321	82/05/27	1	82/05/27	3	2	ERLX	103
N=1										
2008-05	* TANK-210CI	CONTINENTAL GRAIN COMPANY	39528	84/10/04	5	84/10/04	0	1	USLX	21832
	TANK-210CI	CONTINENTAL GRAIN COMPANY	39529	84/10/04	5	84/10/04	0	1	USLX	21833
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41090	84/10/04	5	84/10/04	0	1	USLX	22024
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41120	84/10/04	5	84/10/04	0	1	USLX	22111
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41121	84/10/04	5	84/10/04	0	1	USLX	22112
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41152	84/10/04	5	84/10/04	0	1	USLX	22143
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41153	84/10/04	5	84/10/04	0	1	USLX	22144
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41160	84/10/04	5	84/10/04	0	1	USLX	22151
N=8										
2026-02	* TANK-210CI	LEASE POOL	39626	0/00/00	0	0/00/00	0	0	USLX	21978
	TANK-210CI	LEASE POOL	39627	0/00/00	0	0/00/00	0	0	USLX	21979
N=2										
2032-01	* COV HOP-LO	MARYLAND MIDLAND RAILROAD	41386	83/07/07	1	83/07/07	15	0	MMID	3455
N=1										

E X H I B I T B
COLLATERAL DELETIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01 *	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	NACR	100165
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	NACR	100166
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	NACR	100167
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	NACR	100176
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40912	84/09/01	1	84/09/01	1	0	NACR	100177
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41009	84/09/01	1	84/09/01	1	0	NACR	100273

N=6

TOTAL COLLATERAL DELETIONS 03/85 = 72

RECORDATION NO. 14059-K K
Filed 1425
MAY 1 1985 3 42 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of April 1985, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and 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 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: William M. Leyton
Vice President

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

By: [redacted]
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, ROBERT SHEARMAN a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that WILLIAM PEUTON 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 4 day of MAIC, 1985.

Robert Sherman
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, ANNE M. JENSEN Anne M. Jensen a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that JAMES R. COULTER 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 9 day of APRIL, 1985.

Anne M. Jensen
Notary Public

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

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

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

EXHIBIT A
COLLATERAL ADDITIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1775-12	* CDV HOP-LO	AIR PRODUCTS MFG CORP	39260	79/05/03	12	85/03/05	1	0	EELX	60025
N=1										
1977-05	* HOPPER-HT	CIS EQUIPMENT LEASING CO	41210	82/04/19	5	84/06/28	1	9	TWRY	600
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41214	82/04/19	5	84/06/28	1	9	TWRY	604
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41221	82/04/19	5	84/06/28	1	9	TWRY	611
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41224	82/04/19	5	84/06/28	1	9	TWRY	614
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41225	82/04/19	5	84/06/28	1	9	TWRY	615
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41229	82/04/19	5	84/06/28	1	9	TWRY	619
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41230	82/04/19	5	84/06/28	1	9	TWRY	620
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41249	82/04/19	5	84/06/28	1	9	TWRY	639
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41254	82/04/19	5	84/06/28	1	9	TWRY	644
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41261	82/04/19	5	84/06/28	1	9	TWRY	650
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41265	82/04/19	5	84/06/28	1	9	TWRY	654
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41267	82/04/19	5	84/06/28	1	9	TWRY	656
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41287	82/04/19	5	84/06/28	1	9	TWRY	677
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41294	82/04/19	5	84/06/28	1	9	TWRY	684
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41300	82/04/19	5	84/06/28	1	9	TWRY	690
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41314	82/04/19	5	84/06/28	1	9	TWRY	704
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41317	82/04/19	5	84/06/28	1	9	TWRY	707
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41319	82/04/19	5	84/06/28	1	9	TWRY	709
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41328	82/04/19	5	84/06/28	1	9	TWRY	718
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41426	82/04/19	5	84/06/28	1	9	TWRY	720
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41434	82/04/19	5	84/06/28	1	9	TWRY	731
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41337	82/04/19	5	84/06/28	1	9	TWRY	740
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41339	82/04/19	5	84/06/28	1	9	TWRY	742
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41342	82/04/19	5	84/06/28	1	9	TWRY	745
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41344	82/04/19	5	84/06/28	1	9	TWRY	748
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41442	82/04/19	5	84/06/28	1	9	TWRY	751
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41345	82/04/19	5	84/06/28	1	9	TWRY	752
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41347	82/04/19	5	84/06/28	1	9	TWRY	754
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41446	82/04/19	5	84/06/28	1	9	TWRY	762
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41447	82/04/19	5	84/06/28	1	9	TWRY	763
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41454	82/04/19	5	84/06/28	1	9	TWRY	770
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41458	82/04/19	5	84/06/28	1	9	TWRY	774
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41484	82/04/19	5	84/06/28	1	9	TWRY	780
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41487	82/04/19	5	84/06/28	1	9	TWRY	783
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41494	82/04/19	5	84/06/28	1	9	TWRY	790
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41499	82/04/19	5	84/06/28	1	9	TWRY	795
N=36										

EXHIBIT A
COLLATERAL ADDITIONS
MARCH 31, 1995

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1977-06 *	HOPPER-HT	CIS EQUIPMENT LEASING CO	41325	82/04/19	6	84/09/05	1	8	TWRY	45500
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41343	82/04/19	6	84/09/05	1	8	TWRY	45501
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41227	82/04/19	6	84/09/05	1	8	TWRY	45502
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41280	82/04/19	6	84/09/05	1	8	TWRY	45503
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41278	82/04/19	6	84/09/05	1	8	TWRY	45504
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41493	82/04/19	6	84/09/05	1	8	TWRY	45505
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41331	82/04/19	6	84/09/05	1	8	TWRY	45506
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41257	82/04/19	6	84/09/05	1	8	TWRY	45507
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41279	82/04/19	6	84/09/05	1	8	TWRY	45508
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41453	82/04/19	6	84/09/05	1	8	TWRY	45509
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41429	82/04/19	6	84/09/05	1	8	TWRY	45510
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41459	82/04/19	6	84/09/05	1	8	TWRY	45511
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41258	82/04/19	6	84/09/05	1	8	TWRY	45512
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41441	82/04/19	6	84/09/05	1	8	TWRY	45513
N=14										
1978-01 *	COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	41722	82/05/04	1	85/02/01	10	0	BN	438922
N=1										
1984-00 ‡	TANK-210CI	LEASE POOL	37321	0/00/00	0	0/00/00	0	0	ERLX	103
N=1										
2008-05 ‡	TANK-210CI	LEASE POOL	39528	0/00/00	0	0/00/00	0	0	USLX	21832
	TANK-210CI	LEASE POOL	39529	0/00/00	0	0/00/00	0	0	USLX	21833
	TANK-210CI	LEASE POOL	41090	0/00/00	0	0/00/00	0	0	USLX	22024
	TANK-210CI	LEASE POOL	41120	0/00/00	0	0/00/00	0	0	USLX	22111
	TANK-210CI	LEASE POOL	41121	0/00/00	0	0/00/00	0	0	USLX	22112
	TANK-210CI	LEASE POOL	41152	0/00/00	0	0/00/00	0	0	USLX	22143
	TANK-210CI	LEASE POOL	41153	0/00/00	0	0/00/00	0	0	USLX	22144
	TANK-210CI	LEASE POOL	41160	0/00/00	0	0/00/00	0	0	USLX	22151
N=8										
2032-02 *	COV HOP-LO	MARYLAND MIDLAND RAILROAD	41386	83/07/07	2	84/01/06	15	0	MMID	3455
N=1										
2084-01 *	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	USLX	100165
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	USLX	100166
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	USLX	100167
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	USLX	100176
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40912	84/09/01	1	84/09/01	1	0	USLX	100177
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41009	84/09/01	1	84/09/01	1	0	USLX	100273
N=6										

E X H I B I T A
COLLATERAL ADDITIONS
MARCH 31, 1985

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2099-02	*	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16220	84/10/30	2	85/02/07	3	0	USLX	983
		COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16233	84/10/30	2	85/02/07	3	0	USLX	997
N=2											
2105-01	*	TANK-210CI	E I DUPONT NEMOURS & CO	39626	85/02/14	1	85/02/14	5	0	USLX	21978
		TANK-210CI	E I DUPONT NEMOURS & CO	39627	85/02/14	1	85/02/14	5	0	USLX	21979
N=2											

TOTAL COLLATERAL ADDITIONS 03/85 = 72

E X H I B I T B
COLLATERAL DELETIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1533-01 *	COV HOP-LO	LEASE POOL	16220	0/00/00	0	0/00/00	0	0	USLX	983
	COV HOP-LO	LEASE POOL	16233	0/00/00	0	0/00/00	0	0	USLX	997
N=2										
1566-00 *	COV HOP-LO	DEMONSTRATOR CARS	39260	79/06/01	1	78/06/01	0	1	EELX	60025
N=1										
1977-05 *	HOPPER-HT	CIS EQUIPMENT LEASING CO	41210	82/04/19	5	84/06/28	1	9	SECX	600
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41214	82/04/19	5	84/06/28	1	9	SECX	604
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41221	82/04/19	5	84/06/28	1	9	SECX	611
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41224	82/04/19	5	84/06/28	1	9	SECX	614
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41225	82/04/19	5	84/06/28	1	9	SECX	615
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41229	82/04/19	5	84/06/28	1	9	SECX	619
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41230	82/04/19	5	84/06/28	1	9	SECX	620
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41249	82/04/19	5	84/06/28	1	9	SECX	639
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41254	82/04/19	5	84/06/28	1	9	SECX	644
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41261	82/04/19	5	84/06/28	1	9	SECX	650
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41265	82/04/19	5	84/06/28	1	9	SECX	654
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41267	82/04/19	5	84/06/28	1	9	SECX	656
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41287	82/04/19	5	84/06/28	1	9	SECX	677
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41294	82/04/19	5	84/06/28	1	9	SECX	684
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41300	82/04/19	5	84/06/28	1	9	SECX	690
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41314	82/04/19	5	84/06/28	1	9	SECX	704
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41317	82/04/19	5	84/06/28	1	9	SECX	707
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41319	82/04/19	5	84/06/28	1	9	SECX	709
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41328	82/04/19	5	84/06/28	1	9	SECX	718
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41426	82/04/19	5	84/06/28	1	9	SECX	720
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41434	82/04/19	5	84/06/28	1	9	SECX	731
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41337	82/04/19	5	84/06/28	1	9	SECX	740
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41339	82/04/19	5	84/06/28	1	9	SECX	742
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41342	82/04/19	5	84/06/28	1	9	SECX	745
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41344	82/04/19	5	84/06/28	1	9	SECX	748
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41442	82/04/19	5	84/06/28	1	9	SECX	751
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41345	82/04/19	5	84/06/28	1	9	SECX	752
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41347	82/04/19	5	84/06/28	1	9	SECX	754
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41446	82/04/19	5	84/06/28	1	9	SECX	762
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41447	82/04/19	5	84/06/28	1	9	SECX	763
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41454	82/04/19	5	84/06/28	1	9	SECX	770
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41458	82/04/19	5	84/06/28	1	9	SECX	774
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41484	82/04/19	5	84/06/28	1	9	SECX	780
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41487	82/04/19	5	84/06/28	1	9	SECX	783
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41494	82/04/19	5	84/06/28	1	9	SECX	790
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41499	82/04/19	5	84/06/28	1	9	SECX	795
N=36										

E X H I B I T B
COLLATERAL DELETIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1977-06 *	HOPPER-HT	CIS EQUIPMENT LEASING CO	41325	82/04/19	6	84/09/05	1	8	USLX	45500
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41343	82/04/19	6	84/09/05	1	8	USLX	45501
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41227	82/04/19	6	84/09/05	1	8	USLX	45502
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41280	82/04/19	6	84/09/05	1	8	USLX	45503
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41278	82/04/19	6	84/09/05	1	8	USLX	45504
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41493	82/04/19	6	84/09/05	1	8	USLX	45505
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41331	82/04/19	6	84/09/05	1	8	USLX	45506
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41257	82/04/19	6	84/09/05	1	8	USLX	45507
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41279	82/04/19	6	84/09/05	1	8	USLX	45508
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41453	82/04/19	6	84/09/05	1	8	USLX	45509
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41429	82/04/19	6	84/09/05	1	8	USLX	45510
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41459	82/04/19	6	84/09/05	1	8	USLX	45511
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41258	82/04/19	6	84/09/05	1	8	USLX	45512
	HOPPER-HT	CIS EQUIPMENT LEASING CO	41441	82/04/19	6	84/09/05	1	8	USLX	45513
N=14										
1978-00 *	COV HOP-LO	BURLINGTON NORTHERN RAILROAD CO	41722	82/05/04	1	82/05/04	2	8	BN	438922
N=1										
1984-00 *	TANK-210CI	CONTINENTAL FOREST INDUSTRIES	37321	82/05/27	1	82/05/27	3	2	ERLX	103
N=1										
2008-05 *	TANK-210CI	CONTINENTAL GRAIN COMPANY	39528	84/10/04	5	84/10/04	0	1	USLX	21832
	TANK-210CI	CONTINENTAL GRAIN COMPANY	39529	84/10/04	5	84/10/04	0	1	USLX	21833
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41090	84/10/04	5	84/10/04	0	1	USLX	22024
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41120	84/10/04	5	84/10/04	0	1	USLX	22111
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41121	84/10/04	5	84/10/04	0	1	USLX	22112
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41152	84/10/04	5	84/10/04	0	1	USLX	22143
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41153	84/10/04	5	84/10/04	0	1	USLX	22144
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41160	84/10/04	5	84/10/04	0	1	USLX	22151
N=8										
2026-02 $	TANK-210CI	LEASE POOL	39626	0/00/00	0	0/00/00	0	0	USLX	21978
	TANK-210CI	LEASE POOL	39627	0/00/00	0	0/00/00	0	0	USLX	21979
N=2										
2032-01 *	COV HOP-LO	MARYLAND MIDLAND RAILROAD	41386	83/07/07	1	83/07/07	15	0	MMID	3455
N=1										

E X H I B I T B
COLLATERAL DELETIONS
MARCH 31, 1985

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2084-01	* GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40900	84/09/01	1	84/09/01	1	0	NACR	100165
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40901	84/09/01	1	84/09/01	1	0	NACR	100166
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40902	84/09/01	1	84/09/01	1	0	NACR	100167
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40911	84/09/01	1	84/09/01	1	0	NACR	100176
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40912	84/09/01	1	84/09/01	1	0	NACR	100177
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41009	84/09/01	1	84/09/01	1	0	NACR	100273

N=6

TOTAL COLLATERAL DELETIONS 03/85 = 72