



Secretary  
Interstate Commerce Commission

August 1, 1985  
Page Two

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. Gerald E. Beatty, 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  
JULY 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
1885-00	# REFRIG-REL	LEASE POOL	17061	0/00/00	0	0/00/00	0	0	USLX	216
N=1										
2045-02	* GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40968	83/09/12	2	85/04/29	1	0	CWP	333
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40943	83/09/12	2	85/04/29	1	0	CWP	351
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40960	83/09/12	2	85/04/29	1	0	CWP	356
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40920	83/09/12	2	85/04/29	1	0	CWP	358
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41013	83/09/12	2	85/04/29	1	0	CWP	374
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40995	83/09/12	2	85/04/29	1	0	CWP	379
N=6										
2058-03	# COV HOP-LO	LEASE POOL	13297	0/00/00	0	0/00/00	0	0	USEX	341
	COV HOP-LO	LEASE POOL	13295	0/00/00	0	0/00/00	0	0	USEX	343
	COV HOP-LO	LEASE POOL	13294	0/00/00	0	0/00/00	0	0	USEX	344
N=3										
2065-06	* TANK-210CI	TRANSPORTATION EQUIPMENT INC	35619	84/01/15	6	85/07/11	0	3	UGLX	21454
N=1										

EXHIBIT A  
COLLATERAL ADDITIONS  
JULY 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
2090-03	*	REFRIG-RBL	ALASKA HYDRO TRAIN	17622	84/08/30	3	85/05/17		6	USLX	10088
2090-03	*	REFRIG-RBL	ALASKA HYDRO TRAIN	17630	84/08/30	3	85/05/17		6	USLX	10127
2090-03	*	REFRIG-RBL	ALASKA HYDRO TRAIN	17631	84/08/30	3	85/05/17		6	USLX	10129
2090-03	*	REFRIG-RBL	ALASKA HYDRO TRAIN	17637	84/08/30	3	85/05/17		6	USLX	10144

N=4

2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17262	84/10/15	1	84/10/15	10	0	GTW	307080
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17265	84/10/15	1	84/10/15	10	0	GTW	307083
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17274	84/10/15	1	84/10/15	10	0	GTW	307092
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17277	84/10/15	1	84/10/15	10	0	GTW	307095
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17280	84/10/15	1	84/10/15	10	0	GTW	307098
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17281	84/10/15	1	84/10/15	10	0	GTW	307099
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17284	84/10/15	1	84/10/15	10	0	GTW	307102
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17286	84/10/15	1	84/10/15	10	0	GTW	307104
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17287	84/10/15	1	84/10/15	10	0	GTW	307105
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17288	84/10/15	1	84/10/15	10	0	GTW	307106
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17245	84/10/15	1	84/10/15	10	0	GTW	307063
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17290	84/10/15	1	84/10/15	10	0	GTW	307108
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17291	84/10/15	1	84/10/15	10	0	GTW	307109
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17292	84/10/15	1	84/10/15	10	0	GTW	307110
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17297	84/10/15	1	84/10/15	10	0	GTW	307115
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17304	84/10/15	1	84/10/15	10	0	GTW	307122
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17309	84/10/15	1	84/10/15	10	0	GTW	307127
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17311	84/10/15	1	84/10/15	10	0	GTW	307129
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17315	84/10/15	1	84/10/15	10	0	GTW	307133
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17316	84/10/15	1	84/10/15	10	0	GTW	307134
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17318	84/10/15	1	84/10/15	10	0	GTW	307136
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17319	84/10/15	1	84/10/15	10	0	GTW	307137
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17322	84/10/15	1	84/10/15	10	0	GTW	307140
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17326	84/10/15	1	84/10/15	10	0	GTW	307144
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17259	84/10/15	1	84/10/15	10	0	GTW	307077
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17260	84/10/15	1	84/10/15	10	0	GTW	307078
2095-01	*	GBSR COIL	GRAND TRUNK WESTERN RR	17331	84/10/15	1	84/10/15	10	0	GTW	307149

N=27

TOTAL COLLATERAL ADDITIONS 07/85 = 42

EXHIBIT B  
COLLATERAL DELETIONS  
JULY 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
1885-00 *	REFRIG-RBL	DRESSER INDUSTRIES	17061	79/02/01	3	80/05/03	5	0	USLX	216
N#1										
1921-00 #	TANK-210CI	LEASE POOL	35619	0/00/00	0	0/00/00	0	0	USLX	21454
N#1										
2058-03 *	COV HOP-LO	CARGILL INC	13297	83/12/14	3	84/10/01	0	4	USEX	341
	COV HOP-LO	CARGILL INC	13295	83/12/14	3	84/10/01	0	4	USEX	343
	COV HOP-LO	CARGILL INC	13294	83/12/14	3	84/10/01	0	4	USEX	344
N#3										
2079-01 *	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40968	84/05/11	1	84/05/11	3	0	CWP	333
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40943	84/05/11	1	84/05/11	3	0	CWP	351
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40960	84/05/11	1	84/05/11	3	0	CWP	356
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40920	84/05/11	1	84/05/11	3	0	CWP	358
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	41013	84/05/11	1	84/05/11	3	0	CWP	374
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40995	84/05/11	1	84/05/11	3	0	CWP	379

N#6

E X H I B I T B  
COLLATERAL DELETIONS  
JULY 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
852-00	‡ GRSR COIL	LEASE POOL	17245	0/00/00	0	0/00/00		0	GTW	307063
852-00	‡ GRSR COIL	LEASE POOL	17259	0/00/00	0	0/00/00		0	GTW	307077
852-00	‡ GRSR COIL	LEASE POOL	17260	0/00/00	0	0/00/00		0	GTW	307078
852-00	‡ GRSR COIL	LEASE POOL	17262	0/00/00	0	0/00/00		0	GTW	307080
852-00	‡ GRSR COIL	LEASE POOL	17265	0/00/00	0	0/00/00		0	GTW	307083
852-00	‡ GRSR COIL	LEASE POOL	17274	0/00/00	0	0/00/00		0	GTW	307092
852-00	‡ GRSR COIL	LEASE POOL	17277	0/00/00	0	0/00/00		0	GTW	307095
852-00	‡ GRSR COIL	LEASE POOL	17280	0/00/00	0	0/00/00		0	GTW	307098
852-00	‡ GRSR COIL	LEASE POOL	17281	0/00/00	0	0/00/00		0	GTW	307099
852-00	‡ GRSR COIL	LEASE POOL	17284	0/00/00	0	0/00/00		0	GTW	307102
852-00	‡ GRSR COIL	LEASE POOL	17286	0/00/00	0	0/00/00		0	GTW	307104
852-00	‡ GRSR COIL	LEASE POOL	17287	0/00/00	0	0/00/00		0	GTW	307105
852-00	‡ GRSR COIL	LEASE POOL	17288	0/00/00	0	0/00/00		0	GTW	307106
852-00	‡ GRSR COIL	LEASE POOL	17290	0/00/00	0	0/00/00		0	GTW	307108
852-00	‡ GRSR COIL	LEASE POOL	17291	0/00/00	0	0/00/00		0	GTW	307109
852-00	‡ GRSR COIL	LEASE POOL	17292	0/00/00	0	0/00/00		0	GTW	307110
852-00	‡ GRSR COIL	LEASE POOL	17297	0/00/00	0	0/00/00		0	GTW	307115
852-00	‡ GRSR COIL	LEASE POOL	17304	0/00/00	0	0/00/00		0	GTW	307122
852-00	‡ GRSR COIL	LEASE POOL	17309	0/00/00	0	0/00/00		0	GTW	307127
852-00	‡ GRSR COIL	LEASE POOL	17311	0/00/00	0	0/00/00		0	GTW	307129
852-00	‡ GRSR COIL	LEASE POOL	17315	0/00/00	0	0/00/00		0	GTW	307133
852-00	‡ GRSR COIL	LEASE POOL	17316	0/00/00	0	0/00/00		0	GTW	307134
852-00	‡ GRSR COIL	LEASE POOL	17318	0/00/00	0	0/00/00		0	GTW	307136
852-00	‡ GRSR COIL	LEASE POOL	17319	0/00/00	0	0/00/00		0	GTW	307137
852-00	‡ GRSR COIL	LEASE POOL	17322	0/00/00	0	0/00/00		0	GTW	307140
852-00	‡ GRSR COIL	LEASE POOL	17326	0/00/00	0	0/00/00		0	GTW	307144
852-00	‡ GRSR COIL	LEASE POOL	17331	0/00/00	0	0/00/00		0	GTW	307149

N=27

1421-00	* REFRIG-RRL	PLYWOOD MARKETING ASSOC	17622	76/09/30	1	76/09/30	15	0	USLX	10088
1421-00	* REFRIG-RRL	PLYWOOD MARKETING ASSOC	17630	76/09/30	1	76/09/30	15	0	USLX	10127
1421-00	* REFRIG-RRL	PLYWOOD MARKETING ASSOC	17631	76/09/30	1	76/09/30	15	0	USLX	10129
1421-00	* REFRIG-RRL	PLYWOOD MARKETING ASSOC	17637	76/09/30	1	76/09/30	15	0	USLX	10144

N=4

TOTAL COLLATERAL DELETIONS 07/85 = 42

Interstate Commerce Commission  
Washington, D.C. 20423

4/25/86

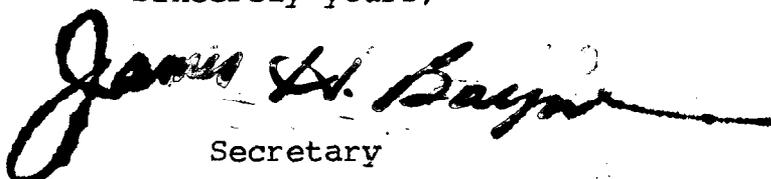
OFFICE OF THE SECRETARY

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/25/86 at 10:30am and assigned re-  
recording number (s) . 14059-WW thru. 14059-MMM

Sincerely yours,

  
Secretary

Enclosure(s)

SE-30  
(7/79)

14059-22  
Filed 1425  
APR 25 1986 - 10 30 AM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of August, 1985, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and MANUFACTURERS HANOVER TRUST COMPANY, as Successor Agent (herein called the "Agent").

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. Saylor  
Vice President

MANUFACTURERS HANOVER TRUST  
COMPANY, as Agent

By: Elizabeth Kelly  
Vice President

STATE OF ILLINOIS )  
COUNTY OF COOK )

I, Robert Sherman a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that William M. Peyton personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered 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 23 day of April, 1986.

Robert Sherman  
Notary Public

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

I, KATHLEEN GREEN a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that ELIZABETH A KELLEY personally known to me to be a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, a New York Bank Corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

APRIL GIVEN under my hand and notarial seal this 24 day of 1986.

KATHLEEN GREEN  
Notary Public, State of New York  
No. 4843854  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires March 30, 1987



Kathleen Green  
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  
JULY 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
1885-00	* REFRIG-RBL	LEASE POOL	17061	0/00/00	0	0/00/00	0	0	USLX	216
N-1										
2045-02	* GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40968	83/09/12	2	85/04/29	1	0	CMP	333
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40943	83/09/12	2	85/04/29	1	0	CMP	351
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40960	83/09/12	2	85/04/29	1	0	CMP	356
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40920	83/09/12	2	85/04/29	1	0	CMP	358
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	41013	83/09/12	2	85/04/29	1	0	CMP	374
	GONDOLA-GB	WISCONSIN & SOUTHERN RAILROAD CO	40995	83/09/12	2	85/04/29	1	0	CMP	379
N-6										
2058-03	* COV HOP-LO	LEASE POOL	13297	0/00/00	0	0/00/00	0	0	USEX	341
	COV HOP-LO	LEASE POOL	13293	0/00/00	0	0/00/00	0	0	USEX	343
	COV HOP-LO	LEASE POOL	13294	0/00/00	0	0/00/00	0	0	USEX	344
N-3										
2065-06	* TANK-210CI	TRANSPORTATION EQUIPMENT INC	35619	84/01/15	6	85/07/11	0	3	USLX	21454
N-1										

EXHIBIT A  
COLLATERAL ADDITIONS  
JULY 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
2090-03 *	REFRIG-RBL	ALASKA HYDRO TRAIN	17622	84/08/30	3	85/05/17	6		USLX	10088
2090-03 *	REFRIG-RBL	ALASKA HYDRO TRAIN	17630	84/08/30	3	85/05/17	6		USLX	10127
2090-03 *	REFRIG-RBL	ALASKA HYDRO TRAIN	17631	84/08/30	3	85/05/17	6		USLX	10129
2090-03 *	REFRIG-RBL	ALASKA HYDRO TRAIN	17637	84/08/30	3	85/05/17	6		USLX	10144

N=4

2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17262	84/10/15	1	84/10/15	10	0	GTW	307080
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17265	84/10/15	1	84/10/15	10	0	GTW	307083
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17274	84/10/15	1	84/10/15	10	0	GTW	307092
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17277	84/10/15	1	84/10/15	10	0	GTW	307095
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17280	84/10/15	1	84/10/15	10	0	GTW	307098
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17281	84/10/15	1	84/10/15	10	0	GTW	307099
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17284	84/10/15	1	84/10/15	10	0	GTW	307102
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17286	84/10/15	1	84/10/15	10	0	GTW	307104
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17287	84/10/15	1	84/10/15	10	0	GTW	307105
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17288	84/10/15	1	84/10/15	10	0	GTW	307106
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17245	84/10/15	1	84/10/15	10	0	GTW	307063
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17290	84/10/15	1	84/10/15	10	0	GTW	307108
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17291	84/10/15	1	84/10/15	10	0	GTW	307109
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17292	84/10/15	1	84/10/15	10	0	GTW	307110
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17297	84/10/15	1	84/10/15	10	0	GTW	307115
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17304	84/10/15	1	84/10/15	10	0	GTW	307122
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17309	84/10/15	1	84/10/15	10	0	GTW	307127
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17311	84/10/15	1	84/10/15	10	0	GTW	307129
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17315	84/10/15	1	84/10/15	10	0	GTW	307133
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17316	84/10/15	1	84/10/15	10	0	GTW	307134
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17318	84/10/15	1	84/10/15	10	0	GTW	307136
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17319	84/10/15	1	84/10/15	10	0	GTW	307137
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17322	84/10/15	1	84/10/15	10	0	GTW	307140
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17326	84/10/15	1	84/10/15	10	0	GTW	307144
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17259	84/10/15	1	84/10/15	10	0	GTW	307077
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17260	84/10/15	1	84/10/15	10	0	GTW	307078
2095-01 *	GBSR COIL	GRAND TRUNK WESTERN RR	17331	84/10/15	1	84/10/15	10	0	GTW	307149

N=27

TOTAL COLLATERAL ADDITIONS 07/85 = 42

**EXHIBIT B  
COLLATERAL DELETIONS  
JULY 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
1885-00	* REFRIG-RBL	DRESSER INDUSTRIES	17061	79/02/01	3	80/05/03	5	0	USLX	216
N-1										
1921-00	* TANK-210CI	LEASE POOL	35619	0/00/00	0	0/00/00	0	0	UGLX	21454
N-1										
2058-03	* COV HOP-LO	CARGILL INC	13297	83/12/14	3	84/10/01	0	4	UGEX	341
	COV HOP-LO	CARGILL INC	13295	83/12/14	3	84/10/01	0	4	UGEX	343
	COV HOP-LO	CARGILL INC	13294	83/12/14	3	84/10/01	0	4	UGEX	344
N-3										
2079-01	* GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40968	84/05/11	1	84/05/11	3	0	CMP	333
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40943	84/05/11	1	84/05/11	3	0	CMP	351
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40960	84/05/11	1	84/05/11	3	0	CMP	356
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40920	84/05/11	1	84/05/11	3	0	CMP	358
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	41013	84/05/11	1	84/05/11	3	0	CMP	374
	GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40995	84/05/11	1	84/05/11	3	0	CMP	379

N-6

EXHIBIT B  
COLLATERAL DELETIONS  
JULY 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
852-00	#	GRSR COIL	LEASE POOL	17245	0/00/00	0	0/00/00		0	GTW	307063
852-00	#	GRSR COIL	LEASE POOL	17259	0/00/00	0	0/00/00		0	GTW	307077
852-00	#	GRSR COIL	LEASE POOL	17260	0/00/00	0	0/00/00		0	GTW	307078
852-00	#	GRSR COIL	LEASE POOL	17262	0/00/00	0	0/00/00		0	GTW	307080
852-00	#	GRSR COIL	LEASE POOL	17265	0/00/00	0	0/00/00		0	GTW	307083
852-00	#	GRSR COIL	LEASE POOL	17274	0/00/00	0	0/00/00		0	GTW	307092
852-00	#	GRSR COIL	LEASE POOL	17277	0/00/00	0	0/00/00		0	GTW	307095
852-00	#	GRSR COIL	LEASE POOL	17280	0/00/00	0	0/00/00		0	GTW	307098
852-00	#	GRSR COIL	LEASE POOL	17281	0/00/00	0	0/00/00		0	GTW	307099
852-00	#	GRSR COIL	LEASE POOL	17284	0/00/00	0	0/00/00		0	GTW	307102
852-00	#	GRSR COIL	LEASE POOL	17286	0/00/00	0	0/00/00		0	GTW	307104
852-00	#	GRSR COIL	LEASE POOL	17287	0/00/00	0	0/00/00		0	GTW	307105
852-00	#	GRSR COIL	LEASE POOL	17288	0/00/00	0	0/00/00		0	GTW	307106
852-00	#	GRSR COIL	LEASE POOL	17290	0/00/00	0	0/00/00		0	GTW	307108
852-00	#	GRSR COIL	LEASE POOL	17291	0/00/00	0	0/00/00		0	GTW	307109
852-00	#	GRSR COIL	LEASE POOL	17292	0/00/00	0	0/00/00		0	GTW	307110
852-00	#	GRSR COIL	LEASE POOL	17297	0/00/00	0	0/00/00		0	GTW	307115
852-00	#	GRSR COIL	LEASE POOL	17304	0/00/00	0	0/00/00		0	GTW	307122
852-00	#	GRSR COIL	LEASE POOL	17309	0/00/00	0	0/00/00		0	GTW	307127
852-00	#	GRSR COIL	LEASE POOL	17311	0/00/00	0	0/00/00		0	GTW	307129
852-00	#	GRSR COIL	LEASE POOL	17315	0/00/00	0	0/00/00		0	GTW	307133
852-00	#	GRSR COIL	LEASE POOL	17316	0/00/00	0	0/00/00		0	GTW	307134
852-00	#	GRSR COIL	LEASE POOL	17318	0/00/00	0	0/00/00		0	GTW	307136
852-00	#	GRSR COIL	LEASE POOL	17319	0/00/00	0	0/00/00		0	GTW	307137
852-00	#	GRSR COIL	LEASE POOL	17322	0/00/00	0	0/00/00		0	GTW	307140
852-00	#	GRSR COIL	LEASE POOL	17326	0/00/00	0	0/00/00		0	GTW	307144
852-00	#	GRSR COIL	LEASE POOL	17331	0/00/00	0	0/00/00		0	GTW	307149

N=27

1421-00	#	REFRIG-RRL	PLYWOOD MARKETING ASSOC	17622	76/09/30	1	76/09/30	15	0	USLX	10080
1421-00	#	REFRIG-RRL	PLYWOOD MARKETING ASSOC	17630	76/09/30	1	76/09/30	15	0	USLX	10127
1421-00	#	REFRIG-RRL	PLYWOOD MARKETING ASSOC	17631	76/09/30	1	76/09/30	15	0	USLX	10129
1421-00	#	REFRIG-RRL	PLYWOOD MARKETING ASSOC	17637	76/09/30	1	76/09/30	15	0	USLX	10144

N=4

TOTAL COLLATERAL DELETIONS 07/85 = 42