14059 - TTT

EVANS RAILCAR LEASING COMPANY

AFFILIATE OF EVANS TRANSPORTATION COMPANY

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

6-248A031

No.

Date SEP 5 1986

Fee $ 10.00

ICC Washington, D. C.

August 1, 1986

RECORDATION NO. 14059-TTT Filed 1425

SEP 5 1986 -11 15 AM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT

SEP 5 11 05 AM '86

ICC OFFICE OF THE SECRETARY

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 August 1, 1986. The parties to the Amendment are:

Debtor:	Evans Railcar Leasing Company The East Tower, Suite 900 2550 Golf Road Rolling Meadows, Illinois 60008
Secured Party:	Manufacturers Hanover Trust Company, as Agent 270 Park Avenue New York, New York 10017

The enclosed Amendment relates to that certain Security Agreement dated as of May 20, 1983 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.

Counterparts - C. T. Kennedy

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

Enclosure/s

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, 1986

LOT NUMBER	* #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1393-03	*	REFRIG-RB	PLYWOOD MARKETING ASSOC	17487	75/05/07	1	75/05/07	15	0	USLX	3017
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17485	75/05/07	1	75/05/07	15	0	USLX	3019
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17820	75/05/07	1	75/05/07	15	0	USLX	3020
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17818	75/05/07	1	75/05/07	15	0	USLX	3022
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17824	75/05/07	1	75/05/07	15	0	USLX	3023
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17823	75/05/07	1	75/05/07	15	0	USLX	3024
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17834	75/05/07	1	75/05/07	15	0	USLX	3028
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17832	75/05/07	1	75/05/07	15	0	USLX	10411
N=8											
1467-03	*	REFRIG-RB	PLYWOOD MARKETING ASSOC	17822	76/09/30	1	76/09/30	15	0	USLX	3025
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17821	76/09/30	1	76/09/30	15	0	USLX	3026
N=2											
2008-11	#	TANK-210CI	LEASE POOL	41156	0/00/00	0	0/00/00	0	0	USLX	22147
N=1											
2008-12	#	TANK-210CI	LEASE POOL	39546	0/00/00	0	0/00/00	0	0	USLX	21850
		TANK-210CI	LEASE POOL	41093	0/00/00	0	0/00/00	0	0	USLX	22027
		TANK-210CI	LEASE POOL	41117	0/00/00	0	0/00/00	0	0	USLX	22108
		TANK-210CI	LEASE POOL	41131	0/00/00	0	0/00/00	0	0	USLX	22122
		TANK-210CI	LEASE POOL	41146	0/00/00	0	0/00/00	0	0	USLX	22137
		TANK-210CI	LEASE POOL	41148	0/00/00	0	0/00/00	0	0	USLX	22139
N=6											
2014-01	#	TANK-235CI	LEASE POOL	40330	0/00/00	0	0/00/00	0	0	USLX	22035
		TANK-235CI	LEASE POOL	40559	0/00/00	0	0/00/00	0	0	USLX	22040
		TANK-235CI	LEASE POOL	40563	0/00/00	0	0/00/00	0	0	USLX	22044
		TANK-235CI	LEASE POOL	40565	0/00/00	0	0/00/00	0	0	USLX	22046
		TANK-235CI	LEASE POOL	40582	0/00/00	0	0/00/00	0	0	USLX	22063
		TANK-235CI	LEASE POOL	40590	0/00/00	0	0/00/00	0	0	USLX	22071
N=6											
2014-02	#	TANK-235CI	LEASE POOL	40575	0/00/00	0	0/00/00	0	0	USLX	22056
N=1											
2023-13	*	FLAT-FBS	FERDINAND RAILROAD	42128	83/07/01	13	85/10/16	0	6	FRDN	6500
		FLAT-FBS	FERDINAND RAILROAD	42191	83/07/01	13	85/10/16	0	6	FRDN	6503
N=2											

E X H I B I T A
COLLATERAL ADDITIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2040-01 *	TANK-210CI	LEASE POOL	41172	0/00/00	0	0/00/00	0	0	USLX	22163
N=1										
2040-07 *	TANK-210CI	LEASE POOL	41191	0/00/00	0	0/00/00	0	0	USLX	22182
N=1										
2069-03 *	COV HOP-LO	DOW CHEMICAL CORPORATION	42272	84/03/30	3	86/04/24	0	6	ERLX	6207
	COV HOP-LO	DOW CHEMICAL CORPORATION	42273	84/03/30	3	86/04/24	0	6	ERLX	6208
	COV HOP-LO	DOW CHEMICAL CORPORATION	42255	84/03/30	3	86/04/24	0	6	ERLX	6223
N=3										
2084-01 *	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40663	84/09/01	1	84/09/01	1	0	FRDN	100122
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40689	84/09/01	1	84/09/01	1	0	FRDN	100148
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41025	84/09/01	1	84/09/01	1	0	FRDN	100289
N=3										
2088-01 *	COV HOP-LO	LEASE POOL	15632	0/00/00	0	0/00/00	0	0	USLX	1230
	COV HOP-LO	LEASE POOL	15474	0/00/00	0	0/00/00	0	0	USLX	31130
N=2										
2094-01 *	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37812	84/09/17	1	84/09/17	1	2	MRCX	643550
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37814	84/09/17	1	84/09/17	1	2	MRCX	643552
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37824	84/09/17	1	84/09/17	1	2	MRCX	643562
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37838	84/09/17	1	84/09/17	1	2	MRCX	643576
N=4										
2094-05 *	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37847	84/09/17	5	84/09/17	1	0	MRCX	643585
N=1										
2116-05 *	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37908	85/05/20	5	86/06/03	3	0	CAGY	1801
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37906	85/05/20	5	86/06/03	3	0	CAGY	1802
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37907	85/05/20	5	86/06/03	3	0	CAGY	1803
N=3										
2134-01 *	BOX-LU	GULF & MISSISSIPPI RAILROAD	20753	85/08/15	1	85/08/15	3	0	GMGR	50603
	BOX-LU	GULF & MISSISSIPPI RAILROAD	20752	85/08/15	1	85/08/15	3	0	GMGR	50604
N=2										

EXHIBIT A
COLLATERAL ADDITIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2153-01	* COV HOP-LO	EQUALIZER INC	38635	86/06/27	1	86/06/27	1	0	USLX	18318
N=2										
2155-01	* COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38072	86/06/20	1	86/06/20	0	2	USLX	18322
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38097	86/06/20	1	86/06/20	0	2	USLX	27334
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38534	86/06/20	1	86/06/20	0	2	USLX	18321
N=2										
2156-01	* COV HOP-LO	SOO LINE RAILROAD COMPANY	23864	86/07/08	1	86/07/08	0	1	USLX	4804
	COV HOP-LO	SOO LINE RAILROAD COMPANY	20306	86/07/08	1	86/07/08	0	1	USLX	5903
	COV HOP-LO	SOO LINE RAILROAD COMPANY	24172	86/07/08	1	86/07/08	0	1	USLX	7520
	COV HOP-LO	SOO LINE RAILROAD COMPANY	24175	86/07/08	1	86/07/08	0	1	USLX	7524
N=4										

Total Collateral Additions 7/86 = 54

EXHIBIT B
COLLATERAL DELETIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1387-00 *	REFRIG-RB	LEASE POOL	17487	0/00/00	0	0/00/00	0	0	USLX	3017
	REFRIG-RB	LEASE POOL	17485	0/00/00	0	0/00/00	0	0	USLX	3019
N=2										
1387-02 *	REFRIG-RB	LEASE POOL	17820	0/00/00	0	0/00/00	0	0	USLX	3020
	REFRIG-RB	LEASE POOL	17818	0/00/00	0	0/00/00	0	0	USLX	3022
	REFRIG-RB	LEASE POOL	17824	0/00/00	0	0/00/00	0	0	USLX	3023
	REFRIG-RB	LEASE POOL	17823	0/00/00	0	0/00/00	0	0	USLX	3024
	REFRIG-RB	LEASE POOL	17822	0/00/00	0	0/00/00	0	0	USLX	3025
	REFRIG-RB	LEASE POOL	17821	0/00/00	0	0/00/00	0	0	USLX	3026
	REFRIG-RB	LEASE POOL	17834	0/00/00	0	0/00/00	0	0	USLX	3028
N=7										
1393-00 *	REFRIG-RBL	PLYWOOD MARKETING ASSOC	17832	75/05/07	1	75/05/07	15	0	USLX	10411
N=1										
1605-13 *	COV HOP-LO	LEASE POOL	38635	0/00/00	0	0/00/00	0	0	USLX	18318
	COV HOP-LO	LEASE POOL	38534	0/00/00	0	0/00/00	0	0	USLX	18321
	COV HOP-LO	LEASE POOL	38097	0/00/00	0	0/00/00	0	0	USLX	27334
N=3										
1605-14 *	COV HOP-LO	LEASE POOL	38072	0/00/00	0	0/00/00	0	0	USLX	18322
N=1										
1844-04 *	COV HOP-LO	VISTA POLYMERS, INC	42272	80/03/18	4	83/12/01	2	2	ERLX	6207
	COV HOP-LO	VISTA POLYMERS, INC	42273	80/03/18	4	83/12/01	2	2	ERLX	6208
	COV HOP-LO	VISTA POLYMERS, INC	42255	80/03/18	4	83/12/01	2	2	ERLX	6223
N=3										
2008-11 *	TANK-210CI	CONTINENTAL GRAIN COMPANY	41156	86/04/09	1	86/04/09	0	1	USLX	22147
N=1										
2008-12 *	TANK-210CI	CONTINENTAL GRAIN COMPANY	39546	86/05/12	1	86/05/12	0	1	USLX	21850
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41093	86/05/12	1	86/05/12	0	1	USLX	22027
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41117	86/05/12	1	86/05/12	0	1	USLX	22108
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41131	86/05/12	1	86/05/12	0	1	USLX	22122
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41146	86/05/12	1	86/05/12	0	1	USLX	22137
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41148	86/05/12	1	86/05/12	0	1	USLX	22139
N=6										

E X H I B I T B
COLLATERAL DELETIONS
JULY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2014-01	*	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40330	83/04/22	1	83/04/22	3	0	USLX	22035
		TANK-235CI	GLOBAL PETROLEUM CORPORATION	40559	83/04/22	1	83/04/22	3	0	USLX	22040
		TANK-235CI	GLOBAL PETROLEUM CORPORATION	40563	83/04/22	1	83/04/22	3	0	USLX	22044
		TANK-235CI	GLOBAL PETROLEUM CORPORATION	40565	83/04/22	1	83/04/22	3	0	USLX	22046
		TANK-235CI	GLOBAL PETROLEUM CORPORATION	40582	83/04/22	1	83/04/22	3	0	USLX	22063
		TANK-235CI	GLOBAL PETROLEUM CORPORATION	40590	83/04/22	1	83/04/22	3	0	USLX	22071
N=6											
2014-02	*	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40575	83/04/22	2	83/04/22	2	7	USLX	22056
N=1											
2040-01	*	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41172	83/09/07	1	83/09/07	2	0	USLX	22163
N=1											
2040-07	*	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41191	83/09/07	7	85/11/22	0	1	USLX	22182
N=1											
2042-02	*	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37908	83/08/23	2	84/03/28	3	0	MRCX	643646
N=1											
2068-01	*	FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42128	83/12/19	1	83/12/19	1	0	MDW	1230
		FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42191	83/12/19	1	83/12/19	1	0	MDW	1233
N=2											
2084-01	*	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40663	84/09/01	1	84/09/01	1	0	USLX	100122
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40689	84/09/01	1	84/09/01	1	0	USLX	100148
		GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41025	84/09/01	1	84/09/01	1	0	USLX	100289
N=3											
2088-01	*	COV HOP-LO	CANADIAN PACIFIC LTD	15632	84/08/01	1	84/08/01	2	8	USLX	1230
		COV HOP-LO	CANADIAN PACIFIC LTD	15474	84/08/01	1	84/08/01	2	8	USLX	31130
N=2											
2093-33	*	COV HOP-LO	LEASE POOL	23864	0/00/00	0	0/00/00	0	0	USLX	4804
		COV HOP-LO	LEASE POOL	20306	0/00/00	0	0/00/00	0	0	USLX	5903
		COV HOP-LO	LEASE POOL	24172	0/00/00	0	0/00/00	0	0	USLX	7520
		COV HOP-LO	LEASE POOL	24175	0/00/00	0	0/00/00	0	0	USLX	7524
N=4											

EXHIBIT B
COLLATERAL DELETIONS
JULY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2094-01	*	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37812	84/09/17	1	84/09/17	1	2	IAIS	643550
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37814	84/09/17	1	84/09/17	1	2	IAIS	643552
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37824	84/09/17	1	84/09/17	1	2	IAIS	643562
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37838	84/09/17	1	84/09/17	1	2	IAIS	643576
N=4											
2094-05	*	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37847	84/09/17	5	84/09/17	1	0	IAIS	643585
N=1											
2128-01	*	GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37906	85/08/29	1	85/08/29	3	0	MRCX	644
		GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37907	85/08/29	1	85/08/29	3	0	MRCX	645
N=2											
2134-01	*	BOX-LU	GULF & MISSISSIPPI RAILROAD	20753	85/08/15	1	85/08/15	3	0	USLX	50603
		BOX-LU	GULF & MISSISSIPPI RAILROAD	20752	85/08/15	1	85/08/15	3	0	USLX	50604
N=2											

Total Collateral Deletions 7/86 = 54

Interstate Commerce Commission

Washington, D.C. 20423

9/5/86

OFFICE OF THE SECRETARY

Gerald E. Beatty
Rosenthal & Scanfield
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 9/5/86 at 11:15am, and assigned re-recordation number(s). 14059-TTT & 14059-UUU

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

Recordation No. 14059-TTT Filed 1425

SEP 5 1986 -1 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of August, 1986, 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. Leyton
Vice President

MANUFACTURERS HANOVER TRUST COMPANY, as Agent

By: Elizabeth Kelley
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 1 day of August, 1986.

Robert Sherman
Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES AUG [illegible] 87
ISSUED THRU ILL. NOTARY ASSOC.

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.

GIVEN under my hand and notarial seal this 2 day of September, 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**

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COLLATERAL ADDITIONS
JULY 31, 1986

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		REFRIG-RB	PLYWOOD MARKETING ASSOC	17485	75/05/07	1	75/05/07	15	0	USLX	3019
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17820	75/05/07	1	75/05/07	15	0	USLX	3020
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17818	75/05/07	1	75/05/07	15	0	USLX	3022
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17824	75/05/07	1	75/05/07	15	0	USLX	3023
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17823	75/05/07	1	75/05/07	15	0	USLX	3024
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17834	75/05/07	1	75/05/07	15	0	USLX	3028
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17832	75/05/07	1	75/05/07	15	0	USLX	10411
N=8											
1467-03	*	REFRIG-RB	PLYWOOD MARKETING ASSOC	17822	76/09/30	1	76/09/30	15	0	USLX	3025
		REFRIG-RB	PLYWOOD MARKETING ASSOC	17821	76/09/30	1	76/09/30	15	0	USLX	3026
N=2											
2008-11	♦	TANK-210CI	LEASE POOL	41156	0/00/00	0	0/00/00	0	0	USLX	22147
N=1											
2008-12	♦	TANK-210CI	LEASE POOL	39546	0/00/00	0	0/00/00	0	0	USLX	21850
		TANK-210CI	LEASE POOL	41093	0/00/00	0	0/00/00	0	0	USLX	22027
		TANK-210CI	LEASE POOL	41117	0/00/00	0	0/00/00	0	0	USLX	22108
		TANK-210CI	LEASE POOL	41131	0/00/00	0	0/00/00	0	0	USLX	22122
		TANK-210CI	LEASE POOL	41146	0/00/00	0	0/00/00	0	0	USLX	22137
		TANK-210CI	LEASE POOL	41148	0/00/00	0	0/00/00	0	0	USLX	22139
N=6											
2014-01	♦	TANK-235CI	LEASE POOL	40330	0/00/00	0	0/00/00	0	0	USLX	22035
		TANK-235CI	LEASE POOL	40559	0/00/00	0	0/00/00	0	0	USLX	22040
		TANK-235CI	LEASE POOL	40563	0/00/00	0	0/00/00	0	0	USLX	22044
		TANK-235CI	LEASE POOL	40565	0/00/00	0	0/00/00	0	0	USLX	22046
		TANK-235CI	LEASE POOL	40582	0/00/00	0	0/00/00	0	0	USLX	22063
		TANK-235CI	LEASE POOL	40590	0/00/00	0	0/00/00	0	0	USLX	22071
N=6											
2014-02	♦	TANK-235CI	LEASE POOL	40575	0/00/00	0	0/00/00	0	0	USLX	22056
N=1											
2023-13	*	FLAT-FBS	FERDINAND RAILROAD	42128	83/07/01	13	85/10/16	0	6	FRDN	6500
		FLAT-FBS	FERDINAND RAILROAD	42191	83/07/01	13	85/10/16	0	6	FRDN	6503
N=2											

E X H I B I T A
COLLATERAL ADDITIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2040-01 *	TANK-210CI	LEASE POOL	41172	0/00/00	0	0/00/00	0	0	USLX	22163
N=1										
2040-07 *	TANK-210CI	LEASE POOL	41191	0/00/00	0	0/00/00	0	0	USLX	22182
N=1										
2069-03 *	COV HOP-LO	DOW CHEMICAL CORPORATION	42272	84/03/30	3	86/04/24	0	6	ERLX	6207
	COV HOP-LO	DOW CHEMICAL CORPORATION	42273	84/03/30	3	86/04/24	0	6	ERLX	6208
	COV HOP-LO	DOW CHEMICAL CORPORATION	42255	84/03/30	3	86/04/24	0	6	ERLX	6223
N=3										
2084-01 *	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40663	84/09/01	1	84/09/01	1	0	FRDN	100122
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40689	84/09/01	1	84/09/01	1	0	FRDN	100148
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41025	84/09/01	1	84/09/01	1	0	FRDN	100289
N=3										
2088-01 *	COV HOP-LO	LEASE POOL	15632	0/00/00	0	0/00/00	0	0	USLX	1230
	COV HOP-LO	LEASE POOL	15474	0/00/00	0	0/00/00	0	0	USLX	31130
N=2										
2094-01 *	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37812	84/09/17	1	84/09/17	1	2	MRCX	643550
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37814	84/09/17	1	84/09/17	1	2	MRCX	643552
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37824	84/09/17	1	84/09/17	1	2	MRCX	643562
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37838	84/09/17	1	84/09/17	1	2	MRCX	643576
N=4										
2094-05 *	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37847	84/09/17	5	84/09/17	1	0	MRCX	643585
N=1										
2116-05 *	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37908	85/05/20	5	86/06/03	3	0	CAGY	1801
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37906	85/05/20	5	86/06/03	3	0	CAGY	1802
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37907	85/05/20	5	86/06/03	3	0	CAGY	1803
N=3										
2134-01 *	BOX-LU	GULF & MISSISSIPPI RAILROAD	20753	85/08/15	1	85/08/15	3	0	GMGR	50603
	BOX-LU	GULF & MISSISSIPPI RAILROAD	20752	85/08/15	1	85/08/15	3	0	GMGR	50604
N=2										

EXHIBIT A
COLLATERAL ADDITIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2153-01	* COV HOP-LO	EQUALIZER INC	38635	86/06/27	1	86/06/27	1	0	USLX	18318
N=2										
2155-01	* COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38072	86/06/20	1	86/06/20	0	2	USLX	18322
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38097	86/06/20	1	86/06/20	0	2	USLX	27334
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38534	86/06/20	1	86/06/20	0	2	USLX	18321
N=2										
2156-01	* COV HOP-LO	SOO LINE RAILROAD COMPANY	23864	86/07/08	1	86/07/08	0	1	USLX	4804
	COV HOP-LO	SOO LINE RAILROAD COMPANY	20306	86/07/08	1	86/07/08	0	1	USLX	5903
	COV HOP-LO	SOO LINE RAILROAD COMPANY	24172	86/07/08	1	86/07/08	0	1	USLX	7520
	COV HOP-LO	SOO LINE RAILROAD COMPANY	24175	86/07/08	1	86/07/08	0	1	USLX	7524
N=4										

Total Collateral Additions 7/86 = 54

E X H I B I T B
COLLATERAL DELETIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1387-00 *	REFRIG-RB	LEASE POOL	17487	0/00/00	0	0/00/00	0	0	USLX	3017
	REFRIG-RB	LEASE POOL	17485	0/00/00	0	0/00/00	0	0	USLX	3019
N=2										
1387-02 *	REFRIG-RB	LEASE POOL	17820	0/00/00	0	0/00/00	0	0	USLX	3020
	REFRIG-RB	LEASE POOL	17818	0/00/00	0	0/00/00	0	0	USLX	3022
	REFRIG-RB	LEASE POOL	17824	0/00/00	0	0/00/00	0	0	USLX	3023
	REFRIG-RB	LEASE POOL	17823	0/00/00	0	0/00/00	0	0	USLX	3024
	REFRIG-RB	LEASE POOL	17822	0/00/00	0	0/00/00	0	0	USLX	3025
	REFRIG-RB	LEASE POOL	17821	0/00/00	0	0/00/00	0	0	USLX	3026
	REFRIG-RB	LEASE POOL	17834	0/00/00	0	0/00/00	0	0	USLX	3028
N=7										
1393-00 *	REFRIG-RBL	PLYWOOD MARKETING ASSOC	17832	75/05/07	1	75/05/07	15	0	USLX	10411
N=1										
1605-13 *	COV HOP-LO	LEASE POOL	38635	0/00/00	0	0/00/00	0	0	USLX	18318
	COV HOP-LO	LEASE POOL	38534	0/00/00	0	0/00/00	0	0	USLX	18321
	COV HOP-LO	LEASE POOL	38097	0/00/00	0	0/00/00	0	0	USLX	27334
N=3										
1605-14 *	COV HOP-LO	LEASE POOL	38072	0/00/00	0	0/00/00	0	0	USLX	18322
N=1										
1844-04 *	COV HOP-LO	VISTA POLYMERS, INC	42272	80/03/18	4	83/12/01	2	2	ERLX	6207
	COV HOP-LO	VISTA POLYMERS, INC	42273	80/03/18	4	83/12/01	2	2	ERLX	6208
	COV HOP-LO	VISTA POLYMERS, INC	42255	80/03/18	4	83/12/01	2	2	ERLX	6223
N=3										
2008-11 *	TANK-210CI	CONTINENTAL GRAIN COMPANY	41156	86/04/09	1	86/04/09	0	1	USLX	22147
N=1										
2008-12 *	TANK-210CI	CONTINENTAL GRAIN COMPANY	39546	86/05/12	1	86/05/12	0	1	USLX	21850
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41093	86/05/12	1	86/05/12	0	1	USLX	22027
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41117	86/05/12	1	86/05/12	0	1	USLX	22108
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41131	86/05/12	1	86/05/12	0	1	USLX	22122
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41146	86/05/12	1	86/05/12	0	1	USLX	22137
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41148	86/05/12	1	86/05/12	0	1	USLX	22139
N=6										

EXHIBIT B
COLLATERAL DELETIONS
JULY 31, 1986

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2014-01 *	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40330	83/04/22	1	83/04/22	3	0	USLX	22035
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40559	83/04/22	1	83/04/22	3	0	USLX	22040
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40563	83/04/22	1	83/04/22	3	0	USLX	22044
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40565	83/04/22	1	83/04/22	3	0	USLX	22046
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40582	83/04/22	1	83/04/22	3	0	USLX	22063
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40590	83/04/22	1	83/04/22	3	0	USLX	22071
N=6										
2014-02 *	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40575	83/04/22	2	83/04/22	2	7	USLX	22056
N=1										
2040-01 *	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41172	83/09/07	1	83/09/07	2	0	USLX	22163
N=1										
2040-07 *	TANK-210CI	CHARTRAND'S TANK CAR SERVICE, INC	41191	83/09/07	7	85/11/22	0	1	USLX	22182
N=1										
2042-02 *	GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37908	83/08/23	2	84/03/28	3	0	MRCX	643646
N=1										
2068-01 *	FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42128	83/12/19	1	83/12/19	1	0	MDW	1230
	FLAT-FBS	MINNESOTA DAKOTA & WESTERN	42191	83/12/19	1	83/12/19	1	0	MDW	1233
N=2										
2084-01 *	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40663	84/09/01	1	84/09/01	1	0	USLX	100122
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40689	84/09/01	1	84/09/01	1	0	USLX	100148
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	41025	84/09/01	1	84/09/01	1	0	USLX	100289
N=3										
2088-01 *	COV HOP-LO	CANADIAN PACIFIC LTD	15632	84/08/01	1	84/08/01	2	8	USLX	1230
	COV HOP-LO	CANADIAN PACIFIC LTD	15474	84/08/01	1	84/08/01	2	8	USLX	31130
N=2										
2093-33 #	COV HOP-LO	LEASE POOL	23864	0/00/00	0	0/00/00	0	0	USLX	4804
	COV HOP-LO	LEASE POOL	20306	0/00/00	0	0/00/00	0	0	USLX	5903
	COV HOP-LO	LEASE POOL	24172	0/00/00	0	0/00/00	0	0	USLX	7520
	COV HOP-LO	LEASE POOL	24175	0/00/00	0	0/00/00	0	0	USLX	7524
N=4										

EXHIBIT B
COLLATERAL DELETIONS
JULY 31, 1986

LOT NUMBER	*	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2094-01	*	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37812	84/09/17	1	84/09/17	1	2	IAIS	643550
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37814	84/09/17	1	84/09/17	1	2	IAIS	643552
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37824	84/09/17	1	84/09/17	1	2	IAIS	643562
		GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37838	84/09/17	1	84/09/17	1	2	IAIS	643576
N=4											
2094-05	*	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37847	84/09/17	5	84/09/17	1	0	IAIS	643585
N=1											
2128-01	*	GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37906	85/08/29	1	85/08/29	3	0	MRCX	644
		GONDOLA-GB	BURLINGTON JUNCTION RAILWAY	37907	85/08/29	1	85/08/29	3	0	MRCX	645
N=2											
2134-01	*	BOX-LU	GULF & MISSISSIPPI RAILROAD	20753	85/08/15	1	85/08/15	3	0	USLX	50603
		BOX-LU	GULF & MISSISSIPPI RAILROAD	20752	85/08/15	1	85/08/15	3	0	USLX	50604
N=2											

Total Collateral Deletions 7/86 = 54