



# EVANS RAILCAR LEASING COMPANY

AFFILIATE OF EVANS TRANSPORTATION COMPANY

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

RECORDATION NO. 14059-XXX Filed & Recorded

NOV 24 1986 9-55 AM

INTERSTATE COMMERCE COMMISSION

6-328A011

No.

Date NOV 24 1986

Fee \$ 10.00

October 1, 1986

ICC Washington, D. C.

2610  
14059-XXX

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 October 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.

*C. Dunlap*

NOV 24 9 50 PM '86  
RECORDED  
INDEXED

Secretary  
Interstate Commerce Commission

October 1, 1986  
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

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**
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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).

E X H I B I T B  
 COLLATERAL DELETIONS  
 SEPTEMBER 30, 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
1542-16	*	TANK-210CI	ARCHER DANIELS MIDLAND	39531	77/12/01	16	83/09/30	2	6 USLX	21835
		TANK-210CI	ARCHER DANIELS MIDLAND	39532	77/12/01	16	83/09/30	2	6 USLX	21836
		TANK-210CI	ARCHER DANIELS MIDLAND	39547	77/12/01	16	83/09/30	2	6 USLX	21851
		TANK-210CI	ARCHER DANIELS MIDLAND	41078	77/12/01	16	83/09/30	2	6 USLX	22012
		TANK-210CI	ARCHER DANIELS MIDLAND	41080	77/12/01	16	83/09/30	2	6 USLX	22014
		TANK-210CI	ARCHER DANIELS MIDLAND	41081	77/12/01	16	83/09/30	2	6 USLX	22015
		TANK-210CI	ARCHER DANIELS MIDLAND	41096	77/12/01	16	83/09/30	2	6 USLX	22030
		TANK-210CI	ARCHER DANIELS MIDLAND	41099	77/12/01	16	83/09/30	2	6 USLX	22090
		TANK-210CI	ARCHER DANIELS MIDLAND	41110	77/12/01	16	83/09/30	2	6 USLX	22101
		TANK-210CI	ARCHER DANIELS MIDLAND	41169	77/12/01	16	83/09/30	2	6 USLX	22160
		TANK-210CI	ARCHER DANIELS MIDLAND	41181	77/12/01	16	83/09/30	2	6 USLX	22172
		TANK-210CI	ARCHER DANIELS MIDLAND	41187	77/12/01	16	83/09/30	2	6 USLX	22178

N=12

1885-00 # REFRIG-RBL LEASE POOL 17060 0/00/00 0 0/00/00 0 0 USLX 218

N=1

1994-00 \* TANK-235CI BIRMINGHAM HIDE & TALLOW CO 40569 82/11/07 1 82/11/07 1 0 USLX 22050

N=1

2014-01 \* TANK-235CI GLOBAL PETROLEUM CORPORATION 40568 83/04/22 1 83/04/22 3 0 USLX 22049  
 TANK-235CI GLOBAL PETROLEUM CORPORATION 40083 83/04/22 1 83/04/22 3 0 USLX 22078

N=2

2014-01 # TANK-235CI LEASE POOL 40563 0/00/00 0 0/00/00 0 0 USLX 22044

N=1

E X H I B I T B  
COLLATERAL DELETIONS  
SEPTEMBER 30, 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
2014-02	* TANK-23SCI	GLOBAL PETROLEUM CORPORATION	40561	83/04/22	2	83/04/22	2	7	USLX	22042
	TANK-23SCI	GLOBAL PETROLEUM CORPORATION	40588	83/04/22	2	83/04/22	2	7	USLX	22069
N=2										
2040-07	* TANK-210CI	LEASE POOL	41153	0/00/00	0	0/00/00	0	0	USLX	22144
N=1										
2042-02	* GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37911	83/08/23	2	84/03/28	3	0	MRCX	643649
N=1										
2088-01	* COV HOP-LO	CANADIAN PACIFIC LTD	15602	84/08/01	1	84/08/01	2	8	USLX	439788
N=1										
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
N=2										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37876	84/09/17	5	84/09/17	1	0	IAIS	643614
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37847	84/09/17	5	84/09/17	1	0	MRCX	643585
N=2										
2104-01	* REFRIG-RBL	GRAND TRUNK WESTERN RR	17586	84/12/27	1	84/12/27	0	1	USLX	10190
	REFRIG-RBL	GRAND TRUNK WESTERN RR	17592	84/12/27	1	84/12/27	0	1	USLX	10197
	REFRIG-RBL	GRAND TRUNK WESTERN RR	17593	84/12/27	1	84/12/27	0	1	USLX	10198
N=3										
2108-01	* TANK-210CI	HI-SCORE PLANT FOOD COMPANY	40633	85/03/19	1	85/03/19	1	4	USLX	22001
	TANK-210CI	HI-SCORE PLANT FOOD COMPANY	40636	85/03/19	1	85/03/19	1	4	USLX	22004
	TANK-210CI	HI-SCORE PLANT FOOD COMPANY	40637	85/03/19	1	85/03/19	1	4	USLX	22005
N=3										
2138-01	* TANK-23SCI	LEASE POOL	40584	0/00/00	0	0/00/00	0	0	USLX	22065
	TANK-23SCI	LEASE POOL	40589	0/00/00	0	0/00/00	0	0	USLX	22070
	TANK-23SCI	LEASE POOL	40084	0/00/00	0	0/00/00	0	0	USLX	22079
N=3										
2140-01	* TANK-210CI	LEASE POOL	41109	0/00/00	0	0/00/00	0	0	USLX	22100
N=1										

EXHIBIT B  
 COLLATERAL DELETIONS  
 SEPTEMBER 30, 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
2155-01	* COV HOP-LO	MISSOURI-KANSAS-TEXAS RR	38534	86/06/20	1	86/06/20	0	2	USLX	18321
	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

N=3

Total Collateral Deletions 9/86 = 39

EXHIBIT A  
COLLATERAL ADDITIONS  
SEPTEMBER 30, 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
1542-16	#	TANK-210CI LEASE POOL	39531	0/00/00	0	0/00/00	0	0	USLX	21835
		TANK-210CI LEASE POOL	39532	0/00/00	0	0/00/00	0	0	USLX	21836
		TANK-210CI LEASE POOL	39547	0/00/00	0	0/00/00	0	0	USLX	21851
		TANK-210CI LEASE POOL	41078	0/00/00	0	0/00/00	0	0	USLX	22012
		TANK-210CI LEASE POOL	41081	0/00/00	0	0/00/00	0	0	USLX	22015
		TANK-210CI LEASE POOL	41096	0/00/00	0	0/00/00	0	0	USLX	22030
		TANK-210CI LEASE POOL	41099	0/00/00	0	0/00/00	0	0	USLX	22090
		TANK-210CI LEASE POOL	41110	0/00/00	0	0/00/00	0	0	USLX	22101
		TANK-210CI LEASE POOL	41169	0/00/00	0	0/00/00	0	0	USLX	22160
		TANK-210CI LEASE POOL	41181	0/00/00	0	0/00/00	0	0	USLX	22172
		TANK-210CI LEASE POOL	41187	0/00/00	0	0/00/00	0	0	USLX	22178

N=11

1775-16	#	TANK-210CI LEASE POOL	41153	0/00/00	0	0/00/00	0	0	USLX	22144
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N=1

1994-00	#	TANK-23SCI LEASE POOL	40569	0/00/00	0	0/00/00	0	0	USLX	22050
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N=1

2004-01	*	TANK-210CI JIM WALTER RESOURCES	41109	83/01/19	1	83/01/19	2	3	USLX	22100
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N=1

2008-14	*	COV HOP-LO CONTINENTAL GRAIN COMPANY	38534	86/08/08	14	86/08/08	0	3	USLX	18321
		COV HOP-LO CONTINENTAL GRAIN COMPANY	38072	86/08/08	14	86/08/08	0	3	USLX	18322
		COV HOP-LO CONTINENTAL GRAIN COMPANY	38097	86/08/08	14	86/08/08	0	3	USLX	27334

N=3

2014-01	#	TANK-23SCI LEASE POOL	40568	0/00/00	0	0/00/00	0	0	USLX	22049
		TANK-23SCI LEASE POOL	40083	0/00/00	0	0/00/00	0	0	USLX	22078

N=2

2014-02	#	TANK-23SCI LEASE POOL	40561	0/00/00	0	0/00/00	0	0	USLX	22042
		TANK-23SCI LEASE POOL	40588	0/00/00	0	0/00/00	0	0	USLX	22069

N=2

E X H I B I T A  
 COLLATERAL ADDITIONS  
 SEPTEMBER 30, 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
2077-04	* REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	17586	84/05/31		4 86/08/25	0	6	USLX	10190
	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	17592	84/05/31		4 86/08/25	0	6	USLX	10197
	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	17593	84/05/31		4 86/08/25	0	6	USLX	10198
N=3										
2083-07	* TANK-235CI	PROCTER & GAMBLE MFG CO	40563	84/07/11		7 86/06/05	3	0	USLX	22044
	TANK-235CI	PROCTER & GAMBLE MFG CO	40584	84/07/11		7 86/06/05	3	0	USLX	22065
	TANK-235CI	PROCTER & GAMBLE MFG CO	40589	84/07/11		7 86/06/05	3	0	USLX	22070
	TANK-235CI	PROCTER & GAMBLE MFG CO	40084	84/07/11		7 86/06/05	3	0	USLX	22079
N=4										
2085-04	* TANK-210CI	KALAMA INTERNATIONAL	41080	84/08/06		4 86/07/28	1	0	USLX	22014
N=1										
2088-01	* COV HOP-LO LEASE POOL		15602	0/00/00		0 0/00/00	0	0	USLX	439788
N=1										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37876	84/09/17		5 84/09/17	1	0	MRCX	643614
N=1										
2108-01	* TANK-210CI LEASE POOL		40633	0/00/00		0 0/00/00	0	0	USLX	22001
	TANK-210CI LEASE POOL		40636	0/00/00		0 0/00/00	0	0	USLX	22004
	TANK-210CI LEASE POOL		40637	0/00/00		0 0/00/00	0	0	USLX	22005
N=3										
2116-05	* GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37812	85/05/20		5 86/06/03	3	0	CAGY	1804
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37814	85/05/20		5 86/06/03	3	0	CAGY	1805
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37847	85/05/20		5 86/06/03	3	0	CAGY	1806
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37911	85/05/20		5 86/06/03	3	0	CAGY	1807
N=4										
2157-01	* REFRIG-RBL	PADUCAH & LOUISVILLE RAILWAY INC	17060	86/08/27		1 86/08/27	0	1	USLX	218
N=1										

Total Collateral Additions 9/86 = 39

Interstate Commerce Commission  
Washington, D.C. 20423

11/24/86

OFFICE OF THE SECRETARY

Gerald E. Beatty  
Rosenthal & Schanfield  
55 East Monroe St. 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 11/24/86 at 9:55am, and assigned re-  
recording number(s). 14059-XXX & 14059-YYY

Sincerely yours,

*Norita L. McGehee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 14059-KKY Filed & Recorded

NOV 24 1986 9:55 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of October, 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. Seyton  
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 1 day of October, 1986.

Robert Sherman  
Notary Public

NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXPIRES AUG 2, 1987  
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 14 day of November, 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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- \*\* Subject to change from time to time.
- \*\*\* Same designation may appear on more than one car (initials are the AAR mechanical designations).

EXHIBIT B  
 COLLATERAL DELETIONS  
 SEPTEMBER 30, 1986

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		TANK-210CI	ARCHER DANIELS MIDLAND	39547	77/12/01	16	83/09/30	2	6 USLX	21851
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		TANK-210CI	ARCHER DANIELS MIDLAND	41080	77/12/01	16	83/09/30	2	6 USLX	22014
		TANK-210CI	ARCHER DANIELS MIDLAND	41081	77/12/01	16	83/09/30	2	6 USLX	22015
		TANK-210CI	ARCHER DANIELS MIDLAND	41096	77/12/01	16	83/09/30	2	6 USLX	22030
		TANK-210CI	ARCHER DANIELS MIDLAND	41099	77/12/01	16	83/09/30	2	6 USLX	22090
		TANK-210CI	ARCHER DANIELS MIDLAND	41110	77/12/01	16	83/09/30	2	6 USLX	22101
		TANK-210CI	ARCHER DANIELS MIDLAND	41169	77/12/01	16	83/09/30	2	6 USLX	22160
		TANK-210CI	ARCHER DANIELS MIDLAND	41181	77/12/01	16	83/09/30	2	6 USLX	22172
		TANK-210CI	ARCHER DANIELS MIDLAND	41187	77/12/01	16	83/09/30	2	6 USLX	22178

N=12

1885-00 # REFRIG-RBL LEASE POOL 17060 0/00/00 0 0/00/00 0 0 USLX 218

N=1

1994-00 \* TANK-235CI BIRMINGHAM HIDE & TALLOW CO 40569 82/11/07 1 82/11/07 1 0 USLX 22050

N=1

2014-01 \* TANK-235CI GLOBAL PETROLEUM CORPORATION 40568 83/04/22 1 83/04/22 3 0 USLX 22049  
 TANK-235CI GLOBAL PETROLEUM CORPORATION 40083 83/04/22 1 83/04/22 3 0 USLX 22078

N=2

2014-01 # TANK-235CI LEASE POOL 40563 0/00/00 0 0/00/00 0 0 USLX 22044

N=1

E X H I B I T B  
 COLLATERAL DELETIONS  
 SEPTEMBER 30, 1986

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N=2										
2040-07	# TANK-210CI	LEASE POOL	41153	0/00/00	0	0/00/00	0	0	USLX	22144
N=1										
2042-02	* GONDOLA-GB	PEORIA PEKIN UNION RAILWAY COMPANY	37911	83/08/23	2	84/03/28	3	0	MRCX	643649
N=1										
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N=1										
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
N=2										
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	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37847	84/09/17	5	84/09/17	1	0	MRCX	643585
N=2										
2104-01	* REFRIG-RBL	GRAND TRUNK WESTERN RR	17586	84/12/27	1	84/12/27	0	1	USLX	10190
	REFRIG-RBL	GRAND TRUNK WESTERN RR	17592	84/12/27	1	84/12/27	0	1	USLX	10197
	REFRIG-RBL	GRAND TRUNK WESTERN RR	17593	84/12/27	1	84/12/27	0	1	USLX	10198
N=3										
2108-01	* TANK-210CI	HI-SCORE PLANT FOOD COMPANY	40633	85/03/19	1	85/03/19	1	4	USLX	22001
	TANK-210CI	HI-SCORE PLANT FOOD COMPANY	40636	85/03/19	1	85/03/19	1	4	USLX	22004
	TANK-210CI	HI-SCORE PLANT FOOD COMPANY	40637	85/03/19	1	85/03/19	1	4	USLX	22005
N=3										
2138-01	# TANK-235CI	LEASE POOL	40584	0/00/00	0	0/00/00	0	0	USLX	22065
	TANK-235CI	LEASE POOL	40589	0/00/00	0	0/00/00	0	0	USLX	22070
	TANK-235CI	LEASE POOL	40084	0/00/00	0	0/00/00	0	0	USLX	22079
N=3										
2140-01	# TANK-210CI	LEASE POOL	41109	0/00/00	0	0/00/00	0	0	USLX	22100
N=1										

EXHIBIT B  
 COLLATERAL DELETIONS  
 SEPTEMBER 30, 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
2155-01	*	COV HOP-LO MISSOURI-KANSAS-TEXAS RR	38534	86/06/20	1	86/06/20	0	2	USLX	18321
		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

N=3

Total Collateral Deletions 9/86 = 39

EXHIBIT A  
COLLATERAL ADDITIONS  
SEPTEMBER 30, 1986

LOT NUMBER	* CAR #	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1542-16	‡	TANK-210CI LEASE POOL	39531	0/00/00	0	0/00/00	0	0	USLX	21835
		TANK-210CI LEASE POOL	39532	0/00/00	0	0/00/00	0	0	USLX	21836
		TANK-210CI LEASE POOL	39547	0/00/00	0	0/00/00	0	0	USLX	21851
		TANK-210CI LEASE POOL	41078	0/00/00	0	0/00/00	0	0	USLX	22012
		TANK-210CI LEASE POOL	41081	0/00/00	0	0/00/00	0	0	USLX	22015
		TANK-210CI LEASE POOL	41096	0/00/00	0	0/00/00	0	0	USLX	22030
		TANK-210CI LEASE POOL	41099	0/00/00	0	0/00/00	0	0	USLX	22090
		TANK-210CI LEASE POOL	41110	0/00/00	0	0/00/00	0	0	USLX	22101
		TANK-210CI LEASE POOL	41169	0/00/00	0	0/00/00	0	0	USLX	22160
		TANK-210CI LEASE POOL	41181	0/00/00	0	0/00/00	0	0	USLX	22172
		TANK-210CI LEASE POOL	41187	0/00/00	0	0/00/00	0	0	USLX	22178
N=11										
1775-16		TANK-210CI LEASE POOL	41153	0/00/00	0	0/00/00	0	0	USLX	22144
N=1										
1994-00	‡	TANK-235CI LEASE POOL	40569	0/00/00	0	0/00/00	0	0	USLX	22050
N=1										
2004-01	*	TANK-210CI JIM WALTER RESOURCES	41109	83/01/19	1	83/01/19	2	3	USLX	22100
N=1										
2008-14	*	COV HOP-LO CONTINENTAL GRAIN COMPANY	38534	86/08/08	14	86/08/08	0	3	USLX	18321
		COV HOP-LO CONTINENTAL GRAIN COMPANY	38072	86/08/08	14	86/08/08	0	3	USLX	18322
		COV HOP-LO CONTINENTAL GRAIN COMPANY	38097	86/08/08	14	86/08/08	0	3	USLX	27334
N=3										
2014-01	‡	TANK-235CI LEASE POOL	40568	0/00/00	0	0/00/00	0	0	USLX	22049
		TANK-235CI LEASE POOL	40083	0/00/00	0	0/00/00	0	0	USLX	22078
N=2										
2014-02	‡	TANK-235CI LEASE POOL	40561	0/00/00	0	0/00/00	0	0	USLX	22042
		TANK-235CI LEASE POOL	40588	0/00/00	0	0/00/00	0	0	USLX	22069

N=2

EXHIBIT A  
COLLATERAL ADDITIONS  
SEPTEMBER 30, 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
2077-04	* REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	17586	84/05/31	4	86/08/25	0	6	USLX	10190
	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	17592	84/05/31	4	86/08/25	0	6	USLX	10197
	REFRIG-RBL	WISCONSIN & SOUTHERN RAILROAD CO	17593	84/05/31	4	86/08/25	0	6	USLX	10198
N=3										
2083-07	* TANK-235CI	PROCTER & GAMBLE MFG CO	40563	84/07/11	7	86/06/05	3	0	USLX	22044
	TANK-235CI	PROCTER & GAMBLE MFG CO	40584	84/07/11	7	86/06/05	3	0	USLX	22065
	TANK-235CI	PROCTER & GAMBLE MFG CO	40589	84/07/11	7	86/06/05	3	0	USLX	22070
	TANK-235CI	PROCTER & GAMBLE MFG CO	40084	84/07/11	7	86/06/05	3	0	USLX	22079
N=4										
2085-04	* TANK-210CI	KALAMA INTERNATIONAL	41080	84/08/06	4	86/07/28	1	0	USLX	22014
N=1										
2088-01	* COV HOP-LO	LEASE POOL	15602	0/00/00	0	0/00/00	0	0	USLX	439788
N=1										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37876	84/09/17	5	84/09/17	1	0	MRCX	643614
N=1										
2108-01	* TANK-210CI	LEASE POOL	40633	0/00/00	0	0/00/00	0	0	USLX	22001
	TANK-210CI	LEASE POOL	40636	0/00/00	0	0/00/00	0	0	USLX	22004
	TANK-210CI	LEASE POOL	40637	0/00/00	0	0/00/00	0	0	USLX	22005
N=3										
2116-05	* GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37812	85/05/20	5	86/06/03	3	0	CAGY	1804
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37814	85/05/20	5	86/06/03	3	0	CAGY	1805
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37847	85/05/20	5	86/06/03	3	0	CAGY	1806
	GONDOLA-GB	COLUMBUS & GREENVILLE RAILWAY CO	37911	85/05/20	5	86/06/03	3	0	CAGY	1807
N=4										
2157-01	* REFRIG-RBL	PADUCAH & LOUISVILLE RAILWAY INC	17060	86/08/27	1	86/08/27	0	1	USLX	218
N=1										

Total Collateral Additions 9/86 = 39