

RECORDATION NO. 10188-A Filed 1425

MAR 12 1979 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1

to

LOAN AND SECURITY AGREEMENT

between

CANTOR, FITZGERALD EQUITIES CORP.

and

MANUFACTURERS HANOVER LEASING CORPORATION

Dated as of March 8, 1979

Filed and recorded with the Interstate Commerce Commission pursuant to Section 11303, Title 49, United States Code on March __, 1979 at _____, Recordation No.

SUPPLEMENT NO. 1

SUPPLEMENT NO. 1 to Loan and Security Agreement (the "Agreement") dated as of March 8, 1979 between CANTOR, FITZGERALD EQUITIES CORP. (the "Company") and MANUFACTURERS HANOVER LEASING CORPORATION (the "Lender").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral in which the Company has granted a lien and security interest to the Lender, and to confirm the lien and security interest created by the Agreement on such Collateral. Any term defined in the Agreement and used herein shall have its defined meaning herein.

2. The Company has assigned, conveyed, mortgaged, pledged and transferred to the Lender and granted to the Lender a security interest in, and does hereby assign, convey, mortgage, pledge and transfer to the Lender and grant to the Lender a security interest in, the following described Box-cars and any Proceeds thereof:

<u>Number of Cars</u>	<u>A.A.R. Mech. Design</u>	<u>Description</u>	<u>Identifying Numbers (Both Inclusive)</u>	<u>Markings</u>
150	"XM"	70-Ton 50' 6" Single Sheath Boxcars	CAGY 21,000 through CAGY 21,149	"Mortgaged to a Financial Institution under a Security Agreement filed with the Interstate Commerce Commission"

3. All the terms and conditions of the Agreement are hereby incorporated in this Supplement and made a part hereof. By their execution and delivery of this Supplement the parties hereto hereby reaffirm all of the terms and conditions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement on this 8th day of March, 1979.

CANTOR, FITZGERALD EQUITIES CORP.

(Seal)

By *[Signature]*
Title: *Pres.*

MANUFACTURERS HANOVER LEASING CORPORATION

(Seal)

By *[Signature]*
Title: *Vice President*

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 8th day of March, 1979, before me personally appeared William P. Miller, to me known, who, being duly sworn, did depose and say that he resides at 13 The Intervale, Roslyn Estates, New York; that he is President of CANTOR, FITZGERALD EQUITIES CORP., one of the corporations described in and which executed the foregoing document; that he knows the seal of said corporation; that one of the seals affixed to said instrument is such corporation's seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like order.



Notary Public

(Notarial Seal)

PETER W. STURTZ
NOTARY PUBLIC, State of New York
No. 31-4358492
Qualified in New York County
Commission Expires March 30, 19 79

