



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-2600, TELE ADDRESS: ACFUSA

RECORDATION NO. *14467-C* FILED 1425

FEB 27 1985 -3 45 PM

INTERSTATE COMMERCE COMMISSION
5-0584002
February 25, 1985

FEB 27 1985

10.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Chattel Mortgage dated October 31, 1984

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder four original counterparts of a Release and Assignment of Chattel Mortgage from National Westminster Bank (USA) to ACF Industries, Incorporated.

The Chattel Mortgage was recorded in your office on November 2, 1984 under recordation number 14467 and an Assignment thereof to National Westminster Bank was subsequently recorded under number 14467-A. A Release of security interest was also recorded under number 14467-B and the enclosed should therefore be assigned number 14467-C.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

We request that three copies of the enclosed Supplement, all bearing the Commission's recordation data, be returned to R. C. Bickford, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,

Robert C. Bickford

RCB:hb
Enclosures

Accountant Robert Bickford

Interstate Commerce Commission
Washington, D.C. 20423

2/27/85

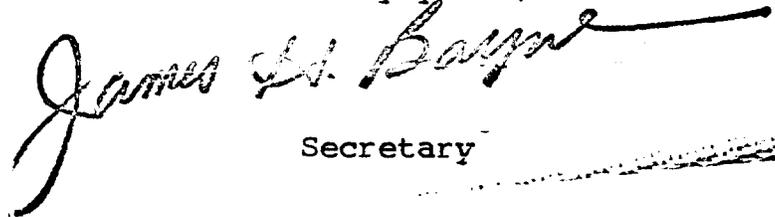
OFFICE OF THE SECRETARY

Robert C. Rickford
ACF Industries, Incorp.)
750 Third Ave.
New York, N.Y. 10017

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 2/27/85 at 3:45pm and assigned re-
recording number(s). 14467-C

Sincerely yours,


Secretary

Enclosure(s)

RELEASE AND ASSIGNMENT OF
CHATTEL MORTGAGE

FEB 27 1985 -3 45 PM

INTERSTATE COMMERCE COMMISSION

Release and Assignment made February 21, 1985 by National Westminster Bank USA, a national banking association with an office at 175 Water Street, New York, New York 10038, as Agent for the ratable benefit of certain Banks (hereinafter referred to, in such capacity, as the "Agent"), to ACF Industries, Incorporated, a New Jersey corporation, having an office at 750 Third Avenue, New York, New York 10017 ("Assignee").

WHEREAS, by a Chattel Mortgage Assignment dated October 31, 1984, the Assignee assigned to the Agent, and granted to the Agent a lien on and security interest in, a certain chattel mortgage made by Carl C. Icahn to Assignee;

WHEREAS, such Assignment was given as collateral security for the due payment and performance of all indebtedness and other liabilities and obligations (the "Obligations") of the Assignee to the Banks and to the Agent under a Loan Agreement dated June 28, 1984, as amended; and

WHEREAS, the Obligations have been paid in full and the Loan Agreement has been terminated;

NOW, THEREFORE, this instrument witnesseth:

The Agent hereby assigns, sets over and transfers to Assignee, without recourse, representation or warranty of any kind, and remises, releases and discharges the Agent's lien on and security interest in, that certain Chattel Mortgage dated October 31, 1984 and filed with the Interstate Commerce Commission on November 2, 1984 as document No. 14467 covering the railroad rolling stock described in Schedule I hereto, which Chattel Mortgage was assigned to the Agent by a Chattel Mortgage Assignment dated October 31, 1984 and recorded with the Interstate Commerce Commission on November 2, 1984 as document No. 14467-A.

IN WITNESS WHEREOF, each of the parties hereto has caused this Assignment to be executed by its duly authorized officer and its corporate seal to be affixed.

NATIONAL WESTMINSTER BANK USA,
as Agent

By: *Daniel J. Moran, U.P.*

ACF INDUSTRIES, INCORPORATED

By: *[Signature]*

SR. V.P.

Seal

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

On the 15TH day of February, 1985, before me personally appeared DANIEL J. HOGAN to me personally known, who being by me duly sworn, did depose and say that she is an VICE PRESIDENT of NATIONAL WESTMINSTER BANK USA, that the seal affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Jules Roth
Notary Public

My Commission expires MARCH 30, 1986

NOTARY PUBLIC
JULES ROTH
100 W. 42ND ST.
NEW YORK, N.Y. 10018
86

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

On the 21ST day of February, 1985, before me personally appeared HENRY N. PARRISH, to me personally known, who being by me duly sworn, did depose and say that he is a Senior Vice President of ACF INDUSTRIES, INCORPORATED, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Russel Brand
Notary Public

My Commission expires 7/1/85

SCHEDULE I

RAIL CARS

<u>Car No.</u>	<u>Type</u>
ACFX 36960-36985	CF 5701
ACFX 38337	CF 5701
ACFX 37851-37950	CF 5251
ACFX 38348-38358	CF 5701