

826
14863-U
14863-V

LAW OFFICES
ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

FEB 12 1988 11-10 AM

FEB 12 1988 11-10 AM

RECORDATION NO. 14863-V

8-043A040

RECORDATION NO. 14863-V

FEB 12 1988
Date.....
Fee \$ 26.00

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

ICC Washington, D. C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 10 dated February 10, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 10, dated February 10, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/
Assignee: Fleet National Bank, individually
and as agent
111 Westminster Street
Providence, Rhode Island

MOTOR OPERATOR UNIT
FEB 12 11 12 AM '88

TOP OFFICE OF
THE STATE

Country Club - C.T. Kappler

EXHIBIT A

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>		
41129 - 41134	6	\$ 262,254	C214		
64831 - 64849	19	\$ 2,757,258	"		
64851 - 64863	13				
64865	1				
64867	1				
64869 - 64880	12				
64889	1				
64897	1				
64899 - 64901	3				
64913	1				
64915	1				
64918 - 64919	2				
64921 - 64925	5				
64930	1				
64933	1				
64935	1				
65241	1	447,830	"		
65268 - 65272	5	1,519,128	T055		
65274 - 65277	4				
72334 - 72345	12				
72347 - 71254	8				
72357 - 72359	3				
72364	1				
72499 - 72511	13			519,532	T105
72390	1			844,917	T106
72393 - 72397	5			45,675	T108
72399 - 72402	4				
72404 - 72410	7				
72281	1				
77363 - 77366	4	213,824	T426		
73350 - 77353	4	202,368	T564		
Total	142	\$ 6,812,786			

Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 10th day of February, 1988.

ACF INDUSTRIES, INCORPORATED

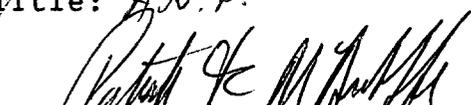
By 

Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By 

Name: BARBARA L. EDMOND
Title: A.N.P.

By 

Name:
Title: V.P.

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

ON THIS 10th DAY OF February, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-4800603
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires ~~March 30, 1985~~ 9/30/89

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

On this 10th day of February, 1988, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Road, Old Bethpage, New York 11804, that she is an Assistant Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

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

On this 10th day of February, 1988, before me personally came Patrick F. McAuliffe to me known, who being to me duly sworn, did depose and say that he resides at 22 Steepletop Rd., Rowayton, CT 06853, that he is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
41129 - 41134	6	\$ 262,254	C214
64831 - 64849	19	\$ 2,757,258	"
64851 - 64863	13		
64865	1		
64867	1		
64869 - 64880	12		
64889	1		
64897	1		
64899 - 64901	3		
64913	1		
64915	1		
64918 - 64919	2		
64921 - 64925	5		
64930	1		
64933	1		
64935	1		
65241	1	447,830	"
65268 - 65272	5		
65274 - 65277	4		
72334 - 72345	12	1,519,128	T055
72347 - 71254	8		
72357 - 72359	3		
72364	1		
72499 - 72511	13	519,532	T105
72390	1	844,917	T106
72393 - 72397	5		
72399 - 72402	4		
72404 - 72410	7		
72281	1	45,675	T108
77363 - 77366	4	213,824	T426
73350 - 77353	4	202,368	T564
Total	142	\$ 6,812,786	