

RECORDATION NO. 14863-W Filed 1429

\$26

Rec. No 14863-W
14863-X

MAR 15 1988-10 30 PM

INTERSTATE COMMERCE COMMISSION
LAW OFFICES

ALVORD AND ALVORD

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

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

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

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.*

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

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INTERSTATE COMMERCE COMMISSION

March 15, 1988

No. 075A017
Date MAR 15 1988
Fee \$ 26.00
Washington, D. C.

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC

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. 11 dated March 14, 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. 11, dated March 14, 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

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

C. T. Kappler

TO OFFICE OF THE SECRETARY
MAR 15 10 45 AM '88
RECORDATION UNIT

Ms. Noreta R. McGee
March 15, 1988

2.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

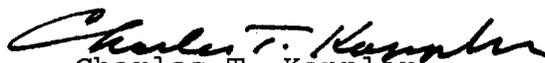
Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 200 World Center Building, 918 16th Street, N.W., Washington, D.C. 20006-2973.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 11 dated March 14, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 11 dated March 14, 1988 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the addition of rail-road tank and covered hopper cars bearing ACFX marks and numbers, a total of eighty-six (86) units.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

SCHEDULE I

PROPOSED \$3,322,390

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>		
65281	28	\$1,253,924	C214		
65284 - 65287			"		
65290					
65293					
65295 - 65303					
65305					
65307					
65309 - 65314					
65317 - 65318					
65322 - 65323					
41128			1	43,709	C214
64850			49	2,144,534	C214
64864					"
64866					
64868					
64881					
64883 - 64884					
64887 - 64888					
64890 - 64896					
64898					
64902					
64905 - 64906					
64908					
64910 - 64912					
64914					
64916 - 64917					
64926 - 64927					
64929					
64932					
64934					
64936 - 64942					
64944					
64946					
64948 - 64949					
64952					
64954 - 64957					
64959					

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
72346	6	379,782	T055
72355 - 72356			
72360 - 72361			
72363			
72498	1	39,964	T105
72391	1	49,701	T106
Total	<u>86</u>	<u>\$3,911,614</u>	

MAR 15 1988 - 10 50 PM

INERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 11 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 ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

- 1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan

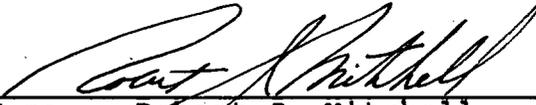
Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

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 14 day of March, 1988.

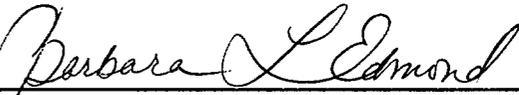
ACF INDUSTRIES, INCORPORATED

By


Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By


Name:
Title: AVP

By


Name:
Title: VI

SCHEDULE I

PROPOSED \$3,322,390

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
65281	28	\$1,253,924	C214
65284 - 65287			"
65290			
65293			
65295 - 65303			
65305			
65307			
65309 - 65314			
65317 - 65318			
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64890 - 64896			
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64905 - 64906			
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64952			
64954 - 64957			
64959			

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

On this 11th day of March, 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, Merrick, 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.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1989

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

On this 14th day of March, 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 Mahou Pl
Old Bethpage, NY 11804, that she is an Asst.
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

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

On this 14th day of March, 1988, before me personally came Jonathan A. Lucas to me known, who being to me duly sworn, did depose and say that he resides at 25 Park Dr.
Mt. Kisco, NY 10549, 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