

14863-BB

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MAY 31 1988 - 10 45 AM

INTERSTATE COMMERCE COMMISSION
SUPPLEMENT TO ASSIGNMENT OF LEASES

SUPPLEMENT NO. 13
TO
SCHEDULE 1
ANNEXED TO ASSIGNMENT OF LEASES
DATED AS OF DECEMBER 13, 1985
BY
ACF INDUSTRIES, INCORPORATED
("ASSIGNOR")
TO
FLEET NATIONAL BANK, AS AGENT ("AGENT")

WHEREAS, Assignor 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 Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

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

1. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the

car numbers hereinafter listed, which lease agreements are hereby released from the lien and assignment created under and pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

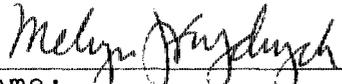
IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 25th day of May, 1988.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By 
Name:
Title: **Thomas C. Crowley** *SVP*

By 
Name:
Title: **Melvyn J. Frydrych** *SVP*

STATE OF Rhode Island)
 : ss.:
COUNTY OF Providence)

On this 25th day of May, 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.

Christine M. Mongelli
CHRISTINE MONGELLI
Notary Public, State of New York
No. 4868179
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires June 30, 1991

STATE OF Rhode Island)
 : ss.:
COUNTY OF Providence)

On this 24 day of May, 1988, before me personally came Thomas C. Crowley, to me known, who being to me duly sworn, did depose and say that he resides at Cold Brook Rd., Adamsville, Rhode Island, 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.

Diane L. Haley
My Commission Expires June 30, 1991

STATE OF Rhode Island)
 : ss.:
COUNTY OF Providence)

On this 24 day of May, 1988, before me personally came Melvyn T. Frydruch, to me known, who being to me duly sworn, did depose and say that he resides at 18 Secluded Court, Cumberland, Rhode Island, that he is a Senior 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.

Diane L. Haley
My Commission Expires June 30, 1991

SCHEDULE I

| <u>CAR NUMBER</u> | <u>QUANTITY</u> | <u>COST</u> | <u>AAR DESG.</u> |
|-------------------|-----------------|--------------|------------------|
| 64711 - 64810 | 100 | \$ 4,632,373 | C214 |
| 65091 - 65130 | 40 | 1,899,349 | " |
| 65131 - 65145 | 15 | 705,516 | " |
| 51494 - 51513 | 20 | 1,268,554 | C614 |
| 51514 - 51520 | 7 | 445,585 | " |
| 51461 | 1 | 68,226 | " |
| 51533 - 51541 | 9 | 1,638,952 | " |
| 51542 - 51558 | 17 | | " |
| 51559 - 51566 | 8 | 504,008 | " |
| 51567 - 51570 | 4 | 249,712 | " |
| 51571 - 51572 | 2 | 124,624 | " |
| 51573 - 51587 | 15 | 934,875 | " |
| 51588 - 51589 | 2 | 126,080 | " |
| 51590 - 51625 | 36 | 2,254,896 | " |
| 51626 - 51630 | 5 | 314,230 | " |
| 51631 - 51634 | 4 | 242,308 | " |
| 51635 | 1 | 63,040 | " |
| 51636 - 51640 | 5 | 315,225 | " |
| 72049 - 72058 | 10 | 432,483 | T105 |
| 72088 - 72091 | 4 | 176,036 | " |
| 72094 - 72133 | 40 | 1,549,249 | " |
| 72144 - 72146 | 3 | 118,374 | " |
| 72183 - 72212 | 30 | 1,089,163 | " |
| 72213 - 72222 | 10 | 427,905 | " |

| <u>CAR NUMBER</u> | <u>QUANTITY</u> | <u>COST</u> | <u>AAR DESG.</u> |
|-------------------|-----------------|--------------|------------------|
| 72282 - 72311 | 30 | 1,371,160 | T105 |
| 72492 - 72493 | 2 | | " |
| 72495 - 72497 | 3 | | " |
| 71850 - 71855 | 6 | 267,818 | T055 |
| 72223 - 72255 | 33 | 1,253,411 | T103 |
| 72332 - 72333 | 2 | | " |
| 72000 - 72048 | 49 | 1,787,209 | T104 |
| 72059 - 72062 | 4 | 160,298 | " |
| 72063 - 72087 | 25 | 932,945 | " |
| 72092 - 72093 | 2 | 83,589 | " |
| 72173 - 72182 | 10 | 467,781 | " |
| 72134 - 72143 | 10 | 1,234,092 | T107 |
| 72312 - 72330 | 19 | | " |
| 71857 - 71858 | 2 | 367,127 | T108 |
| 71860 - 71864 | 5 | | " |
| 77317 - 77326 | 10 | 502,286 | T544 |
| 71827 - 71832 | 6 | 618,448 | T545 |
| 77327 - 77332 | 6 | 801,411 | T866 |
| 77339 - 77346 | 8 | | " |
| | <hr/> | <hr/> | |
| | 620 | \$29,428,338 | |