

icc copy

INTERSTATE COMMERCE COMMISSION 14863-FF

JUL 28 1988 10:15 AM

SUPPLEMENT TO ASSIGNMENT OF LEASES

RECORDATION NO. 14863-FF Filed 1425

SUPPLEMENT NO. 15
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.

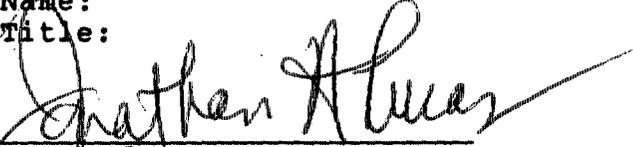
IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 27th day of July, 1988.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By 
Name:
Title:

By 
Name: JH Lucas
Title: VP

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

On this 21st day of July, 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.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-480603
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 21st day of July, 1988, before me personally came Barbara Z. EDMOND, to me known, who being to me duly sworn, did depose and say that she resides at 3 MAHAN ROAD OLD BETHPAGE, NY 11804, that she is a 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.

Lorraine S. Malinauskas

LORRAINE S. MALINAUSKAS
Notary Public, State of New York
No. 30-480495
Qualified in New York County
Commission Expires June 30, 1990

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

On this 21 day of July, 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 95 Park Dr Mt. Kisco NY, that he is a VP 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.

Lorraine S. Malinauskas

LORRAINE S. MALINAUSKAS
Notary Public, State of New York
No. 30-480495
Qualified in New York County
Commission Expires June 30, 1990

SCHEDULE I

<u>CAR NUMBERS</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
41128 - 41132	5	\$ 222,820	C214
64811 - 64881	85	3,893,340	"
64883 - 64884			
64887 - 64898			
65229 - 65238	50	2,404,350	"
65240 - 65247			
65250 - 65255			
65258 - 65259			
65261 - 65265			
65267 - 65272			
65274 - 65277			
65281			
65284 - 65287			
65290			
65293			
65295 - 65296			
65339 - 65350	12	578,280	"
72334 - 72353	20	1,108,220	T055
72562 - 72577	16	1,039,408	T104
72451 - 72458	8	347,600	T105
72494	9	352,590	"
72498 - 72505			
72512 - 72513	2	81,077	"
72331	1	43,297	T107
72147 - 72162	26	1,169,620	T108
72256 - 72257			
72260 - 72262			
72264 - 72268			
72281	1	44,986	"
77357 - 77360	4	214,489	T426
77347 - 77352	6	318,482	T564
Total	245	\$11,818,559	