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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO ASSIGNMENT OF LEASES

SUPPLEMENT NO. 19
TO
SCHEDULE 1
ANNEXED TO ASSIGNMENT OF LEASES
DATED AS OF DECEMBER 13, 1985
BY
ACF INDUSTRIES, INCORPORATED
("ASSIGNOR")
TO
NORSTAR BANK, AS AGENT ("AGENT")

WHEREAS, Assignor and the Agent (as successor in interest to Fleet National Bank) are parties to 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) have 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 26th day of October, 1988.

ACF INDUSTRIES, INCORPORATED

By


Name: Robert J. Mitchell
Title: Treasurer

NORSTAR BANK, as Agent

By


Name: Barbara L. Edmond
Title: AVP

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

On this 25th day of October, 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. Kahan

Notary Public, State of New York
No. 31-13,1571
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1990

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

On this 26th day of October, 1988, before me personally came Lorraine S. Malinauskas, to me known, who being to me duly sworn, did depose and say that she resides at 56 E. 42nd St., New York, N.Y. 10017, that she is a Vice President of NORSTAR 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 Malinauskas

LORRAINE S. MALINAUSKAS
Notary Public, State of New York
No. 31-4004435
Qualified in New York County
Commission Expires June 30, 1990

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
72514 - 72522	9	\$382,295	T106
72525	1	42,477	"
72527 - 72529	3	127,432	"
72532 - 72533	2	84,954	"
72536 - 72537	<u>2</u>	<u>84,954</u>	"
	17	\$722,112	