

726
14863-PP
14863-QQ

LAW OFFICES

ALVORD AND ALVORD

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

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JOHN H. DOYLE*
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JAMES C. MARTIN, JR.*

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

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TELEFAX
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INTERSTATE COMMERCE COMMISSION

DEC 14 1988 11-05 AM

RECORDATION NO. 14863-PP

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

INTERSTATE COMMERCE COMMISSION

DEC 14 1988 11-05 AM

RECORDATION NO. 14863-QQ

December 14, 1988

8-349A060

No.

Date DEC 14 1988

Fee \$ 26.00

ICC Washington, D. C.

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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. 20 dated December 12, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Norstar Bank, Individually and as Agent (the "Loan Agreement") and (2) a Supplement No. 20 dated December 12, 1988 to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Norstar 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: Norstar Bank
40 Main Street
Hempstead, New York 11531

RECORDED
DEC 14 1988
11:53 AM '88

C. T. Kappler
C. Brown-Clyde

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
December 14, 1988
Page Two

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

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

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Supplement No. 20 dated December 12, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 20 dated December 12, 1988 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the addition of four hundred fifteen (415) railroad covered hopper cars and tank cars bearing ACFX and SOO marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE 1

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
ACFX 41551-41600	50	\$ 2,465,050	C214
" 41726-41727	6	278,022	"
" 41729			
" 41742-41743			
" 41745			
" 41750-41751	2	90,910	"
" 65357-65377	21	982,758	"
" 65556-65557	25	1,103,250	"
" 65560			
" 65562			
" 65565			
" 65568			
" 65580			
" 65582-65583			
" 65585-65600			
" 65851-65862	15	871,515	C414
" 65865-65866			
" 65869			
SOO 101051-101070	21	1,355,739	C614
" 101072			
ACFX 51689-51690	2	123,560	"
" 51733			
" 51778-51785	9	563,085	"
" 51786	4	248,000	"
" 51791-51792			
" 51795			
" 51796-51821	46	2,886,743	"
" 51823-51842			"
" 51843-51851	9	556,569	"
" 51856-51858	5	336,785	"
" 51862			
" 51869			
" 51909-51910	2	129,618	"

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
ACFX 51911-51920	10	666,120	"
" 72793	1	43,982	T054
" 72863-72864	12	500,724	"
" 72866			
" 72868			
" 72870-72875			
" 72877			
" 72880			
" 72833	20	794,300	T104
" 72835-72837			
" 72840-72844			
" 72846-72853			
" 72855-72857			
" 72777	1	49,739	T105
" 72778-72792	15	751,425	"
" 72523-72524	19	821,712	T106
" 72526			
" 72530-72531			
" 72534-72535			
" 72538-72549			
" 72758-72775	18	1,069,272	T107
" 72794-72817	24	924,984	"
" 72699-72700	7	359,072	T108
" 72706			
" 72710			
" 72712			
" 72717			
" 72718			
" 72881-72895	15	696,540	"
" 73504	2	127,602	T564
" 73507			
" 77426	1	47,372	"
" 77427-77429	3	164,583	"

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
ACFX 77475-77485	11	664,037	"
" 77430-77468	39	1,999,803	T907
	<hr/>	<hr/>	
Totals	415	\$21,672,871	

Interstate Commerce Commission
Washington, D.C. 20423

12/14/88

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/14/88 at 11:05am, and assigned recordation number(s). 14863-PP & 14863-QQ

Sincerely yours,

Narita R. McGee

Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION

DEC 14 1985 11-05 AM

RECORDATION NO.

14863-PP

14863-PP

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 20
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor 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 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 12th day of December, 1988.

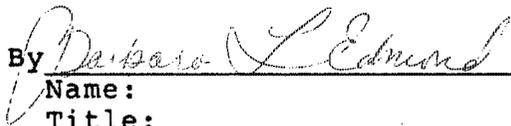
ACF INDUSTRIES, INCORPORATED

By


Name: Robert J. Mitchell
Title: Treasurer

NORSTAR BANK, in its individual capacity and as Agent

By


Name:
Title:

SCHEDULE 1

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