

SUPPLEMENT TO ASSIGNMENT OF LEASES

SUPPLEMENT NO. 21  
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")

14863-53  
14863-55  
JUN 23 1989 - 3 05 PM  
INTERSTATE COMMERCE COMMISSION

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 21<sup>st</sup> day of June, 1989.

ACF INDUSTRIES, INCORPORATED

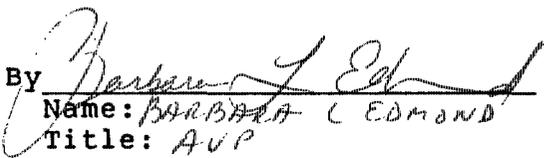
By

  
Name: ~~Robert S. Mitchell~~ A. D. Kingsley

Title: ~~Treasurer~~ Vice Chairman  
ACF Industries

NORSTAR BANK, as Agent

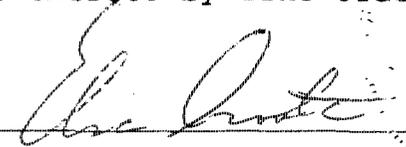
By

  
Name: BARBARA L. EDMOND

Title: AVP

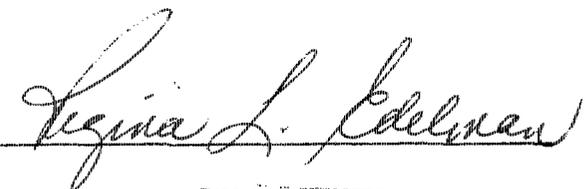
STATE OF NEW YORK            )  
                                          ): ss.:  
COUNTY OF WESTCHESTER    )

On this 20<sup>th</sup> day of June, 1989, before me personally came Alfred D. Kingsley, to me known, who being to me duly sworn, did depose and say that he resides at 37 Greenway South, Forest Hills, New York 11375, that he is the Vice Chairman 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.

  
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J. B. ALONTA  
Notary Public, State of New York  
No. 0-4800938  
Qualified in Westchester County  
Commission Expires July 23, 1989

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

On this 21<sup>st</sup> day of June, 1989, 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 Madan Rd, Old Bethpage, ny, 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.

  
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REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESG.</u>	<u>COST</u>
ACFX 41078-41127	50	C214	\$ 2,334,100
" 41675-41749	75	"	3,678,975
" 41750-41799	50	"	2,369,300
" 65146-65198	53	"	2,442,611
" 65556-65557	25	"	1,228,700
" 65560			
" 65562			
" 65565			
" 65568			
" 65580			
" 65582-65583			
" 65585-65600			
" 65851-65857	7		
SOO 101051-101070	21	C614	1,379,826
" 101072			
ACFX 51663-51672	10	"	664,230
" 51796-51821	46	"	2,947,387
" 51823-51842			
ACFX 51856-51858	5	"	326,465
" 51862			
51869			
" 72592-72597	6	T104	277,332
" 73504	2	T564	130,194
ACFX 73507			
" 77417-77426	10	"	473,720
" 77427-77428	2	"	186,906
" 77475-77485	11	"	664,026
" 77430-77468	39	T907	1,999,803