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April 17, 1987  
HAND DELIVERED

THOMAS SEARING JACKSON\*  
EDMUND D. CAMPBELL\*  
OF COUNSEL

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DIRECT DIAL NUMBER  
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- RICHARD J. DeFEO, JR.
- MARY LYNN REED\*
- WARREN LUTZ\*

\* ALSO ADMITTED IN MARYLAND  
\* ALSO ADMITTED IN VIRGINIA

Ms. Noretta R. McGee  
Office of the Secretary  
Recordation Office  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D. C. 20423

Re: Equifund L.P.; Citibank, N.A.;  
ICC Recordation Number 13396-B

Dear Ms. McGee:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. Section 11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request, as special counsel for Citibank, N.A., that the enclosed document be recorded and filed with the Interstate Commerce Commission.

You will find enclosed six (6) executed originals of the Second Amendment to Mortgage and Security Agreement dated December 30, 1981.

This amendment, dated as of March 1, 1987, is made by and between Equifund L.P., a Delaware limited partnership (the "Grantor"), and Citibank, N.A. (the "Bank"). This Second Amendment is intended, in pertinent part, to reflect the re-designation of certain Collateral as defined in the Mortgage and Security Agreement, as is more further described in Second Amendment itself.

This Second Amendment should be filed and recorded as Recordation Number 13396-B.

RECORDATION NO. 13396-B  
Filed & Recorded

APR 17 1987 2-45 PM

INTERSTATE COMMERCE COMMISSION

No. 7-107A029  
Date APR 17 1987  
Fee \$ 10.00

ICC Washington, D. C.

ICC OFFICE OF  
THE SECRETARY  
APR 17 2 49 PM '87  
MOTOR OPERATING UNIT

*C. A. Schmitt*

Ms. Noreta R. McGee  
April 14, 1987  
Page 2

The parties to the aforesaid Second Amendment are:

Equifund L.P.  
750 Third Avenue  
New York, New York 10528

and

Citibank, N.A.  
450 Mamaroneck Avenue  
Harrison, New York 10528

You also find enclosed herewith a check made payable to the Interstate Commerce Commission in the amount of Ten Dollars (\$10.00), which amount is intended as full and final payment of the filing fee to be incurred in connection herewith.

Would you please stamp, as filed, each of the duplicate originals enclosed herewith and return the stamped duplicate originals not used by your office to our office at your earliest possible convenience?

If you have any questions in this regard, please do not hesitate to contact us.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By



David H. Cox

cc: Mr. John S. Savage

Interstate Commerce Commission  
Washington, D.C. 20423

4/17/87

OFFICE OF THE SECRETARY

David H. Cox  
Jackson & Campbell  
1120 20th St. N.W.  
Washington, D.C. 20036

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 4/17/87 at 2:45pm, and assigned re-  
recording number (s). 13396-B

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

ICC Recording Numbers: 13396,  
13408, 13331  
Dates of Recordation:  
December 30, 1981,  
January 4, 1982 and  
November 20, 1981 respectively.  
[Railcars]

SECOND AMENDMENT

(Dated as of March 1, 1987)

to

Mortgage and Security Agreement dated

December 30, 1981

RECORDATION NO. 13396-B Filed & Recorded

APR 17 1987 2:45 PM

INTERSTATE COMMERCE COMMISSION

This Amendment dated as of March 1, 1987 made by Equifund L.P., a Delaware limited partnership (the "Grantor"), and Citibank, N.A. (the "Bank"),

W I T N E S S E T H:

WHEREAS the Grantor and the Bank entered into a Mortgage and Security Agreement dated December 30, 1981, as amended by a First Amendment dated as of March 1, 1982 (the Mortgage and Security Agreement, as so amended, referred to herein as the "Mortgage", to secure, inter alia, amounts payable by the Grantor under certain Notes as defined in, and issued pursuant to, an Equipment Loan Agreement dated as of March 1, 1982 and all other indebtedness of the Grantor to the Bank; and

WHEREAS road initials and numbers on certain Collateral (as defined in the Mortgage) have changed; and

WHEREAS certain Collateral (as defined in the Mortgage) has been destroyed; and

WHEREAS to continue the Bank's security interest in the Collateral (as defined in the Mortgage) to secure the Notes, and

to make further changes to the Mortgage, the parties wish to enter into this Second Amendment to the Mortgage,

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

SECOND 1. Amendments.

(a) Clause I of Section 1 of the Mortgage is hereby amended in full to read as follows:

One hundred eighteen (118) 70 to RBL Type refrigerator cars, manufactured and reconditioned by Fruit Growers Express Company, (i) AAR Mechanical Designation RBL; (ii) AAR Car Type Code R206; (iii) Road Initials and Numbers SOU 780000 to SOU 780014, SOU 780016 to SOU 780041 and SOU 780043 to SOU 780119 (all inclusive); and (iv) as it is intended that these cars will be subjected to a mortgage, all are legended to the following effect: "OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

(b) Clause II of Section 1 of the Mortgage is hereby amended in full to read as follows:

"Two hundred forty-nine (249) 4750 cubic foot covered hopper cars, with snubber, manufactured by Ingalls Industrial Products Division of Litton Industries, Inc., (i) AAR Mechanical Designation LO (ii) AAR can type code L153; (iii) Road Initials and Numbers OKKT 087115, OKKT 087206, OKKT 087986, OKKT 087995, OKKT 088028, WSOR 487768, WSOR 487771, WSOR 487804, WSOR 487805, WSOR 487842 CC487767, CC 487010, CC 487198, CC 487786 to 487788, CC 487807, CNW 470704 NAHX 487109 to 487114, NAHX 487116 to 487152, NAHX 487154 to 487174, NAHX 487176 to NAHX 487182, NAHX 487184 to 487197, NAHX 487199 to 487205, NAHX 487208, NAHX 487382, NAHX 487736 to 487765, NAHX 487769, NAHX 487770, NAHX 487772 to 487785, NAHX 487789 to 487803, NAHX 487806, NAHX 487810 to 487817, NAHX 487818 to 487840, NAHX 487843, NAHX 487984, NAHX 487985, NAHX 487987 to 487994, NAHX 487996 to 488011, and NAHX 488013 to 488027, NAHX 488029, NAHX 488030 (all inclusive); and (iv) as it is intended that these cars will be subjected to a mortgage, all are legended to the following effect: "OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

Section 2. Consent. The Grantor consents to the filing of this Amendment to the Mortgage with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C.A. Section 11303

(1979) (formerly Section 20c of the Interstate Commerce Act).

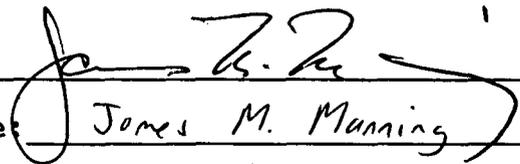
Section 3. Reference to and effect on Mortgage. Except as amended hereby, the Mortgage shall remain in full force and effect.

Section 4. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

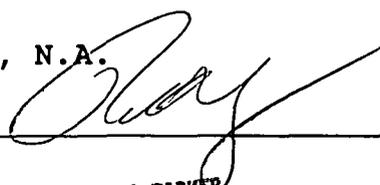
IN TESTIMONY WHEREOF, the parties hereto have each caused this Second Amendment to be duly executed on their behalf as of the day and year first above set forth.

EQUIFUND L.P.

By: Equilease Management  
Corporation, General Partner

By   
Name: James M. Manning  
Title: President

CITIBANK, N.A.

By   
Name: ROBERT G. PARKER  
Title: Vice President

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

On this 31st day of March, 1987 before me personally appeared James M. Manning, to me known to be a ~~Vice~~ President of Equilease Management Corporation, the general partner of Equifund L.P. (a party to this agreement) who executed the foregoing instrument, who by me duly sworn said that said instrument was signed on behalf of said corporation in its capacity as general partner by authority of its board of directors, and he acknowledged that he executed said instrument as his free act and deed.

IN TESTIMONY WHEREOF, witness my hand and notarial seal

Joel J. Brickman  
Notary Public

My commission expires 12/31/88  
JOEL J. BRICKMAN  
Notary Public, State of New York  
No. 4817838  
Qualified in Westchester County  
Term Expires 12/31/88

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

On this 30th day of March, 1987 before me personally appeared Robert G. Parker, to me personally know, who being by me duly sworn, says that he is an Agent and Attorney in fact for Citibank, N.A., a national banking association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN TESTIMONY WHEREOF, witness my hand and notarial seal.

John S. Savage  
Notary Public

My commission expires: 3/30/87

JOHN S. SAVAGE  
NOTARY PUBLIC, State of New York  
Qualified in Monroe County  
Commission Expires Mar. 30, 1987