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New Recordation

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WASHINGTON, D.C.

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RECORDATION NO. _____ FILED 1425

JAN 18 1989 12 03 PM

INTERSTATE COMMERCE COMMISSION

January 18, 1989

9 018A026

No. JAN 18 1989

Date

Fee $ 13.00

ICC Washington, D. C.

Ms. Noreta 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 three (3) fully executed originals and one (1) photocopy of a Memorandum of Lease dated as of September 12, 1988, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Soo Line Railroad Company
National City Bank Building
Box 530
Minneapolis, Minnesota 55440

JAN 16 12 30 PM '89

A description of the railroad equipment covered by the enclosed document is:

Seventy-five (75) all-purpose TOFC/COFC twin 45-foot intermodal flatcars bearing reporting marks and numbers SOO 55020 through SOO 55094, both inclusive. *

Also enclosed is a check in the amount of $13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Countersigned C. T. Kappler

* and one hundred fifty (150) COFC intermodal flatcars bearing reporting marks and numbers SOO 55095 through 55244, both inclusive.

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Kindly return the stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

> Memorandum of Lease Agreement dated as of September 12, 1988 between Greenbrier Leasing Corporation, Lessor, and Soo Line Railroad Company, Lessee, covering 75 all-purpose TOFC/COFC twin 45-foot intermodal flatcars bearing reporting marks and numbers SOO 55020 through SOO 55094, both inclusive, and 150 COFC intermodal flatcars bearing reporting marks and numbers SOO 55095 through SOO 55244, both inclusive.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

Enclosures

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RECORDATION NO. FILED 1425
JAN 19 1989 · 10 AM
INTERSTATE COMMERCE COMMISSION

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SECURITY AGREEMENT SUPPLEMENT NO. 1

SECURITY AGREEMENT SUPPLEMENT NO. 1, dated January 19, 1989, between ACF Industries, Incorporated, a New Jersey corporation, (the "Debtor") and Fleet National Bank, a national banking association, as security trustee (the "Secured Party") under the Security Agreement-Trust Deed dated as of December 20, 1988, from the Debtor to the Secured Party (the "Security Agreement"),

WITNESSETH:

WHEREAS, the defined terms used in this Security Agreement Supplement shall have the respective meanings indicated in the Security Agreement unless elsewhere defined or the context shall otherwise require.

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof each of which shall particularly describe Items of Equipment included in the Collateral and subject to the security interest of the Security Agreement;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and interest on the Notes, and to secure the payment of all other indebtedness which the Security Agreement by its terms secures and compliance with all the terms of the Loan Documents, the Debtor does hereby create and grant to the Secured Party and to its successors and assigns a security interest and mortgage in the following properties:

(a) all the Items of Equipment described in Schedule A annexed hereto;

(b) all additional or substituted Items of Equipment which hereafter may be subjected to the security interest of the Security Agreement by operation thereof;

(c) all leases from time to time relating to such Items of Equipment; and

(d) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing.

THE DEBTOR hereby binds itself, its successors and assigns, to warrant and forever defend to the Secured Party and its successors in trust and assigns the security interest hereby created and granted.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Secured Party have caused this Supplement to be executed, as of the day and year first above written.

(SEAL)

ACF INDUSTRIES, INCORPORATED

ATTEST:

By Umesh Chow
Its Asst. Treasurer

Janet A. Knippen

(SEAL)

ATTEST:

FLEET NATIONAL BANK, as Secured Party

Ann Anesta

By Rosemarie Pavao
Its Vice President

DESCRIPTION OF EQUIPMENT

1. The Equipment identified by the Car Mark and Car Number listed in Schedule 1 attached hereto.

2. The Assigned Leases pertaining to the Equipment in existence as of December 20, 1988 or hereinafter entered into by the Debtor with respect to the Equipment under which the Debtor is the lessor.

SCHEDULE A
(to Security Agreement Supplement)

CARS INITIALLED ACFX AND NUMBERED	AAR DESIG.	TOTAL CARS
41810 - 41822	C214	45
41824	"	
41829 - 41830	"	
41832 - 41834	"	
41836 - 41847	"	
41849	"	
41851 - 41853	"	
41855 - 41856	"	
41859 - 41861	"	
41866 - 41868	"	
41870	"	
41875	"	
41928 - 41933	C514	6
*SOO 101050	C614	18
*SOO 101071	"	
*SOO 101073 - 101074	"	
51852 - 51855	"	
51863 - 51868	"	
51870	"	
51872	"	
51876	"	
51878	"	
41918 - 41927	C714	10
72865	T054	6
72867	"	
72869	"	
72876	"	
72878 - 72879	"	
72834	T104	5
72838 - 72839	"	
72845	"	
72854	"	
72776	T107	1
72703	T108	2
72726	"	

SCHEDULE 1
(to Security Agreement Supplement)

CARS INITIALLED ACFX AND NUMBERED	AAR DESIG.	TOTAL CARS
73500	T564	17
73505	"	
73508 - 73518	"	
73520 - 73523	"	
77469	T907	1
	Total	111

*All cars have reporting marks of ACFX with the exception of those marked with (*) which have reporting marks of SOO.

STATE OF MISSOURI)
: ss.:
COUNTY OF ST. LOUIS)

On this 13th day of January, 1989, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that (s)he is a Asst.Treas. of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W. Marineta Zimmerman
Notary Public

(SEAL)

My commission expires:

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXP. APR. 7, 1990
ISSUED THRU MISSOURI NOTARY ASSOC.

STATE OF Rhode Island)
: ss.:
COUNTY OF Providence)

On this 17th day of January, 1989 before me, personally appeared Rosemarie Pavao to me personally known, who being by me duly sworn, says that (s)he is a Vice President of Fleet National Bank, that one of the seals affixed to the foregoing instrument is the bank seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Martha M Brassil
Notary Public
formerly Martha M Soares

(SEAL)

My commission expires: My Commission Expires June 30, 1991