



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

May 7, 1980

0-13440

Secretary
Interstate Commerce Commission
Washington, D.C. 20025

RECORDATION NO. 7331-B Filed 1425

Date MAY 13 1980
Fee \$ 10.00
ICS Washington, D.C.

MAY 13 1980 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Section 11303 five original counterparts of a Supplement to Chattel Mortgage (the "Supplement") dated April 16, 1980, between the following:

- (a) Mortgagee: The Chase Manhattan Bank
(National Association)
1 Chase Manhattan Plaza
New York, New York 10081
- (b) Mortgagor: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The purpose of the Supplement is to add to the lien of the underlying mortgage, hereinafter described, the following items of railroad equipment.

- 1 Center Flow Covered Hopper Car, AAR Mechanical Designation LOC, initialed ACFX and numbered 58313;
- 1 Tank Car, AAR Mechanical Designation T108, initialed ACFX and numbered 78983, and
- 3 Tank Cars, AAR Mechanical Designation T105, initialed ACFX and numbered 79016, 79017 and 79018.

RECEIVED
MAY 13 9 04 AM '80
I.C.C.
FEE OPERATION BR.

The enclosed Supplement is supplemental to that certain Chattel Mortgage dated February 1, 1974 between The Chase Manhattan Bank (National Association), Mortgagee, and ACF Industries, Incorporated, Mortgagor, which was filed and recorded in your office at 2:40 P.M. on February 4, 1974 under Recordation No. 7331. The purpose of the Supplement is to add said equipment to the lien of said Chattel Mortgage to replace

This one is 7331-B

Countersigned - 4/16/80 [Signature]



Secretary
Interstate Commerce Commission
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certain other railroad equipment which has been lost or destroyed since the inception of the mortgage. For information and record-clearing purposes, such lost or destroyed equipment is listed in a separate schedule to the Supplement.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fee in this connection.

We request that three copies of the enclosed Supplement including the copy stamped "ACF Copy" in the upper right-hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries Incorporated, 750 Third Avenue, New York, New York, 10017, or to the bearer.

Very truly yours,



R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosures

MAY 13 1980 9 10 AM

SUPPLEMENT TO CHATTEL MORTGAGE INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT TO CHATTEL MORTGAGE dated as of April 16, 1980, from ACF INDUSTRIES, INCORPORATED, a New Jersey corporation having its principal office at 750 Third Avenue, New York, New York 10017 (the "Mortgagor"), as Mortgagor, to THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), a national banking association having its principal office at 1 Chase Manhattan Plaza, New York, New York 10081 (the "Mortgagee"), as Mortgagee.

WHEREAS, the Mortgagor has heretofore executed and delivered to the Mortgagee a Chattel Mortgage dated February 1, 1974 (the "Mortgage"), covering certain railroad tank cars and covered hopper cars (the "Equipment") of the Mortgagor, which Equipment is more particularly described in Schedule A to the Mortgage, and which items of Equipment are intended for use in interstate commerce, to secure a loan made to the Mortgagor by the Mortgagee, which Mortgage was duly recorded pursuant to 49 U.S.C. §11303 (formerly §20c of the Interstate Commerce Act) on February 4, 1974 at 2:40 P.M. and assigned Recordation No. 7331 of the Interstate Commerce Commission;

WHEREAS, certain of the items of Equipment subject to the lien of the Mortgage have become the subject of one or more Casualty Occurences (as defined in the Mortgage) and, in substitution therefor, the Mortgagor desires to place other items of Equipment of equivalent value under the lien of the Mortgage in order to restore the Mortgagee's collateral to the value it

would have had absent such Casualty Occurrences, and

WHEREAS, the Mortgagor has furnished to the Mortgagee herewith the other documents required under Articles 3 and 5 of the Mortgage;

IT IS AGREED AS FOLLOWS:

1. The parties acknowledge and agree that the items of Equipment listed in Schedule A hereto have become the subject of one or more Casualty Occurrences, and are therefore released and discharged from the lien of the Mortgage for all purposes.

2. In substitution for the items of Equipment listed in said Schedule A, the Mortgagor does hereby grant, bargain, sell, convey and mortgage unto the Mortgagee, its successors and assigns, all of its right, title and interest in and to the items of Equipment listed in Schedule B hereto, together with all attachments, accessories, accessions and additions now or hereafter attached to or placed upon said items of Equipment and replacements thereof, so that such substituted Equipment shall, as of the date of this Supplement, become subject to the Mortgage upon all the terms and conditions therein contained.

3. The Mortgagee hereby accepts the items of Equipment listed in Schedule B hereto in discharge of the Mortgagor's obligations under Articles 3 and 5 of the Mortgage in respect of the items listed in Schedule A hereto.

IN WITNESS WHEREOF, the parties have duly executed this Supplement as of the date first appearing above.

ACF INDUSTRIES, INCORPORATED

(Seal)

By: *H. A. Borst*
H. A. Borst, Treasurer

Attest: *E. C. Hall*
E. C. Hall, Secretary

THE CHASE MANHATTAN BANK
(National Association)

(Seal)

By: *H. O. Swensen*
Vice President

Attest: *Patricia Anderson*

Title: Assistant Treasurer

SCHEDULE 'A'

DESCRIPTION OF DESTROYED EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Initialed and Numbered</u>
1	LO	ACFX 56382
1	LO	ACFX 64367
1	TLI	ACFX 84106
1	TM	ACFX 84195
1	TM	ACFX 84218
1	TM	ACFX 84303
1	TMI	ACFX 84336
1	TM	ACFX 84438
1	TM	ACFX 84611
1	TM	ACFX 84796

SCHEDULE 'B'

DESCRIPTION OF SUBSTITUTED EQUIPMENT

5 Cars Put Into Use On or After January 1, 1978

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Initialed and Numbered</u>
1	LOC	<u>ACFX 58313</u>
1	T108	<u>ACFX 78983</u>
1	T105	ACFX 79016
1	T105	ACFX 79017
1	T105	ACFX 79018

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

On the 16th day of April, 1980, before me personally came H. A. Borst, to me known, who, being by me duly sworn, did depose and say that he resides at 2482 Wilson Ave., Bellmore, N.Y. 11710; that he is Treasurer of ACF Industries, Incorporated one of the corporations 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.

[Seal]



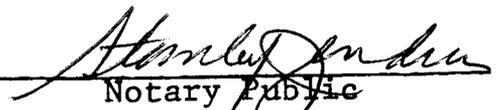
Notary Public

ROBERT G. PIERCE
NOTARY PUBLIC, State of New York
No. 60-3100325
Qualified in Westchester County
Commission Expires March 30, 1981

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

On the 30th day of April, 1980, before me personally came J. Scott Swensen, to me known, who, being by me duly sworn, did depose and say that he resides at 525 E. Main St., Bridgewater NJ 08807; that he is a Vice President of The Chase Manhattan Bank (National Association), one of the corporations 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.

[Seal]



Notary Public

STANLEY JENDRAS
Notary Public, State of New York
No. 24-4680456
Qualified in Kings County
Cert. Filed in New York City Co.
Commission Expires Mar. 30, 1982