

Secretary
Interstate Commerce Commission
Page 2

8 - Railroad Center Flow Covered Hopper Cars, AAR
Mechanical Designation L351, initialled ACFX
and numbered 44797 through 44804, inclusive.

The enclosed Supplement supplements the Chattel Mortgage dated February 1, 1974 between The Chase Manhattan Bank (National Association), as Mortgagee, and ACF Industries, Incorporated, as Mortgagor, which was filed and recorded in your office at 2:40 P.M. on February 4, 1974, under Recordation No. 7331.

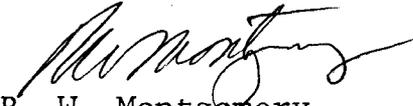
According to our records the most recent document filed with you under recordation No. 7331 was assigned No. 7331-B; we accordingly request that the enclosed be filed under the next available alphabetical letter.

The first two groups of cars listed above are released by the Supplement by reason of their having suffered a Casualty Occurrence as defined in the Chattel Mortgage. The third group of cars listed above is being subjected to the lien of the Chattel Mortgage in substitution for those released.

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

We request that four 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.

Sincerely,


R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

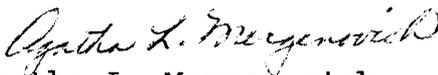
OFFICE OF THE SECRETARY

R. W. Montgomery
ACF Industries
750 Third Avenue
New York, New York 10017

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 4/24/81 at 11:35AM , and assigned re-
recording number (s). 7331-0

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure (s)

SUPPLEMENT TO CHATTEL MORTGAGE

RECORDATION NO. 7331
APR 24 1981 - 11 20
INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT TO CHATTEL MORTGAGE dated as of February 20, 1981, 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 10017 (the "Mortgagee"), as Mortgagee.

WHEREAS, the Mortgagor has heretofore executed and delivered to the Mortgagee a Chattel Mortgage dated February 1, 1974, as supplemented March 24, 1980, (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. Section 11303 (formerly Section 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 Occurrences (as defined in the Mortgage) and, in substitution thereof the Mortgagor desires to place other items of Equipment of equal 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.

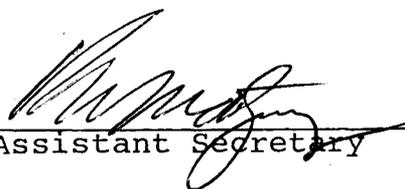
3. The Mortgagee hereby accepts the items of Equipment listed in Schedule B hereto in discharge of the Mortgagor's obligations under Articles 3 and 5 of the Mortgage in respect of the items listed in Schedule A hereto.

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

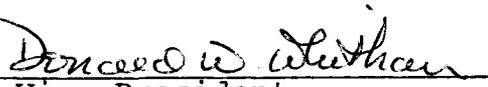
ACF INDUSTRIES, INCORPORATED

By 
H. A. Borst, Treasurer

(Seal)

Attest: 
Assistant Secretary

THE CHASE MANHATTAN BANK
(National Association)

By: 
Vice President

(Seal)

Attest: Patricia E. Anderson
Title: ASSISTANT TREASURER

SCHEDULE 'A'

DESCRIPTION OF RELEASED EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Initialed and Numbered</u>
1	LO	ACFX 48005
1	LO	ACFX 48019
1	LO	ACFX 48101
1	LO	ACFX 48156
1	LO	ACFX 48161
1	LO	ACFX 56193
1	LO	ACFX 64376
1	TP	ACFX 80256
1	TP	ACFX 80278
1	TM	ACFX 84202
1	TM	ACFX 84248
1	TMI	ACFX 84683
1	TMI	ACFX 84700
1	TMI	ACFX 84710
1	TM	ACFX 84766
1	TM	ACFX 84868
1	TMI	ACFX 86902
1	TM	ACFX 89990
1	LO	ACFX 96117
1	LO	ACFX 96300

SCHEDULE 'B'

DESCRIPTION OF SUBSTITUTED EQUIPMENT

8 Cars Put Into Use On Or After December 1, 1980

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Initialed and Numbered</u>
8	L351	ACFX 44797-44804

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

On the 20th day of February, 1981 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 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)

Anthony M. Romanello
Notary Public

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1981

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

On the 27th day of February before me personally came Donald W. Whitham, to me known, who, being by me duly sworn, did depose and say that he resides at 16 Bartram Drive West Redding, CT. 06896; that he is Vice President 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)

Stanley Jendras
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