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LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

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SEP 20 1988 12 55 PM

INTERSTATE COMMERCE COMMISSION

September 19, 1988

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

8 264A046

Date SEP 20 1988

Fee \$ 13.00

SEP 20 12 46 PM '88

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) fully executed copies of a Supplement to Chattel Mortgage dated April 27, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Chattel Mortgage dated February 1, 1974 which was duly filed and recorded on February 4, 1974 at 2:40 p.m. and assigned Recordation Number 7331.

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

Mortgagor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee: The Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza
New York, New York 10081

A description of the railroad equipment released and substituted by the enclosed document is set forth in Schedules "A" and "B", respectively, attached hereto and made a part hereof.

Quantity of ACF Industries

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
September 19, 1988
Page Two

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

Kindly return four (4) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Supplement to Chattel Mortgage dated April 27, 1988 covering the deletion of 41 railcars and the substitution of 4 railcars marked and numbered ACFX 71808, 71810, 77354 and 77355.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE "A"

DESCRIPTION OF RELEASED EQUIPMENT

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALLED & NUMBERED</u>
1	LO	ACFX 48094
1	LO	" 48187
1	LO	" 48229
1	LO	" 48240
1	LO	" 55941
1	LO	" 56096
1	LO	" 56251
1	LO	" 56395
1	LO	" 64322
5	LO	" 64324 - 64328
1	LO	" 64330
2	LO	" 64333 - 64334
3	LO	" 64336 - 64338
6	LO	" 64340 - 64345
2	LO	" 64347 - 64348
2	LO	" 64352 - 64353
1	LO	" 64360
2	LO	" 64368 - 64369
1	LO	" 64373
1	LO	" 64375
1	TM	" 84137
1	TMI	" 84324
1	TMI	" 84719
1	TM	" 84798
1	TM	" 84972
1	TMI	" 84988

SCHEDULE "B"

DESCRIPTION OF SUBSTITUTED EQUIPMENT

Cars Put Into Use On Or After March 1, 1988:

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALED & NUMBERED</u>
1	T073	ACFX 71808
1	T073	ACFX 71810
1	T564	ACFX 77354
1	T564	ACFX 77355
—		
4		

Interstate Commerce Commission
Washington, D.C. 20423

9/20/88

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th Street N.W.
Washington, D.C. 20006

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 9/20/88 at 12:55pm, and assigned recordation number(s). 7331-H

Sincerely yours,

Narita L. McEwen
Secretary

Enclosure(s)

SEP 20 1988 12:55 PM

INTERSTATE COMMERCE COMMISSION
SUPPLEMENT TO CHATTEL MORTGAGE

Company	_____
FILE	
Credit	<input type="checkbox"/>
Applications	<input type="checkbox"/>
Endorse	<input type="checkbox"/>
Marketing	<input type="checkbox"/>
Statement	<input type="checkbox"/>
District	<input type="checkbox"/>
Other	<input type="checkbox"/>

THIS SUPPLEMENT TO CHATTEL MORTGAGE dated April 27, 1988, from ACF INDUSTRIES, INCORPORATED, a New Jersey corporation having its principal office at 3301 Rider Trail South, Earth City, Missouri 63045 (hereinafter called the "Mortgagor"), as Mortgagor, to THE CHASE MANHATTAN BANK, N.A., a national banking association having its principal office at One Chase Manhattan Plaza, New York, New York 10081 (hereinafter called 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 (hereinafter called the "Mortgage"), covering certain railroad tank cars and covered hopper cars (hereinafter called 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 Occurrence (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.

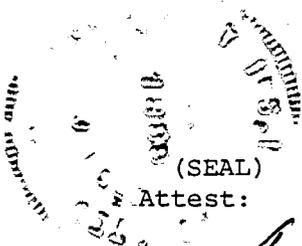
IN WITNESS WHEREOF, the parties have duly executed this Supplement as of the date first appearing above.

ACF INDUSTRIES, INCORPORATED

By James Henge
President

(SEAL)
Attest:

J. Joseph Muller
Secretary



THE CHASE MANHATTAN BANK, N. A.

BY 

(SEAL)

Attest:

Theodora Alexander
Assistant Secretary

SCHEDULE "A"

DESCRIPTION OF RELEASED EQUIPMENT

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALED & NUMBERED</u>
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1	TM	" 84798
1	TM	" 84972
1	TMI	" 84988

SCHEDULE "B"

DESCRIPTION OF SUBSTITUTED EQUIPMENT

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<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALLED & NUMBERED</u>
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1	T073	ACFX 71810
1	T564	ACFX 77354
1	T564	ACFX 77355
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4		

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

On this 27th day of April, 1988, before me personally appeared James J. Unger, to me personally known, who, being by me duly sworn, says that he is the President 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W. Marineta Zimmerman
Notary Public

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 N.Y.)
) SS:
COUNTY OF N.Y.)

On this 14th day of July, 1988, before me personally appeared LUCA BETTINI, to me personally known, who, being by me duly sworn, says that he is the SECOND VICE PRESIDENT of THE CHASE MANHATTAN BANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said bank.

Margaret A. Miller
Notary Public

My Commission Expires:

MARGARET A. MILLA
Notary Public, State of New York
No. 43-4617788
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires April 30, 1989