

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

RECORDATION 19145-D
AUG 8 1996 PM

STATE OF OREGON DEPARTMENT OF TRANSPORTATION

August 8, 1996

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11301.

The document is a Change of Address, dated July 29, 1996, a secondary document. The primary document to which this document is connected is recorded under Recordation No. 19145. We request that this document be recorded under Recordation No. 19145-D.

The names and addresses of the parties to the Change of Address are as follows:

Debtor:

ACF Industries, Incorporated
620 North Second Street
St. Charles, MO 63301-2081

Secured Party:

Phoenixcor, Inc.
65 Water Street
South Norwalk, CT 06854

A description of the equipment covered by the document consists of 84 covered hopper cars numbered ACFX 69406-69447 and 69141-69182, all inclusive.

RECEIVED
SURFACE TRANSPORTATION
BOARD
Aug 8 2 26 PM '96

Counterpart - Gavin S. Holzman

BALL JANIK LLP

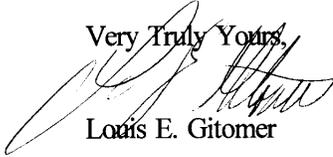
Honorable Vernon A. Williams
August 8, 1996
Page 2

A fee of \$21.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Change of Address by ACF Industries, Incorporated, 620 North Second Street, St. Charles, MO 63301-2081, and Phoenixcor, Inc., 65 Water Street, South Norwalk, CT 06854, covering 84 covered hopper cars numbered ACFX 69406-69447 and 69141-69182, all inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

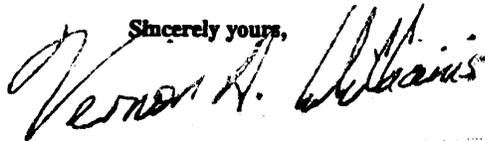
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW Suite 225
Washington, DC. 20005

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 8-8-96 at 2:26 PM, and assigned recordation number(s) 19145-D.

Sincerely yours,

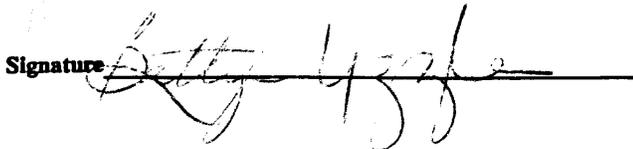


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19145
AUG 6 1996 PM

The purpose of this document is to certify that **ACF Industries, Inc.** has changed its corporate address from:

**3301 Rider Trail South
Earth City, MO 63045-1393**

to

**620 North Second Street
St. Charles, MO 63301-2081**

This document is to be entered as an amendment to a previously filed Interstate Commerce Commission filing bearing the identification number 19145.

ACF INDUSTRIES, INC.

BY: *Umesh Choksi*

NAME: Umesh Choksi

TITLE: Treasurer

PHOENIXCOR, INC.

BY: *[Signature]*

NAME: _____

TITLE: _____

STATE OF CONNECTICUT)
) ss:
COUNTY OF FAIRFIELD)

On this 29th day of July, 1996 before me, personally appeared Russ Hardy to me personally known, who being by me duly sworn, says that he/she is a Vice President of Phoenixcor, Inc., that the seal affixed to the foregoing instrument is the seal of Phoenixcor, Inc., that such instrument was signed on and sealed on behalf of Phoenixcor, Inc. by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Phoenixcor, Inc.


Notary Public

(SEAL)

My commision expires:

GILDA J. LUCCHESI
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2000