

Taylor, Morell & Gitomer

0100070015

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

December 20, 1993

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

Direct Dial: (202) 466-6532

RECORDATION NO. 16712-B FILED 1-25

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

DEC 20 1993 - 9 50 AM
INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Amendment to Chattel Mortgage and Security Agreement, a secondary document, entered into as of October 31, 1993. The primary document to which this is connected is recorded under Recordation No. 16712. We request that this document be recorded under Recordation No. 16712-B.

The names and addresses of the parties to the Amendment to Chattel Mortgage and Security Agreement are:

Mortgagee:

Greyhound Financial Corporation
Dial Tower
Dial Corporate Center
Phoenix, AZ 85077

Mortgagor:

Associated Railcar, Inc.
P.O. Box 775
Weimar, TX 78962

A description of the equipment covered by the Amendment to Chattel Mortgage and Security Agreement consists of 62 tank and covered hopper cars specified in the Attachment.

A fee of \$18.00 is enclosed. Please return one original to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

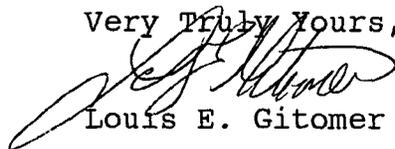
RECORD
16712-B

Judith McDonald

Honorable Sidney L. Strickland, Jr.
December 20, 1993
Page 2

A short summary of the document to appear in the index follows: an Amendment to Chattel Mortgage and Security Agreement between Greyhound Financial Corporation, Dial Tower, Dial Corporate Center, Phoenix, AZ 85077, and Associated Railcar, Inc., P.O. Box 775, Weimar, TX 78962, covering 62 tank and covered hopper cars.

Very Truly Yours,

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over the typed name below it.

Louis E. Gitomer

Enclosure

ATTACHMENT

<u>Car No.</u>	<u>DOT Specification</u>
GLNX 287	105J300W
GLNX 303	105J300W
GLNX 317	105J300W
GLNX 341	105J300W
GLNX 3014	111A100W3
GLNX 3554	110A100W3
GLNX 3582	110A100W3
GLNX 3584	110A100W3
GLNX 3602	110A100W3
GLNX 3607	111A100W3
GLNX 3613	111A100W3
GLNX 3624	111A100W3
GLNX 83047	111A100W3
GLNX 83048	111A100W3
GLNX 86025	111A100W3
GLNX 86026	111A100W3
GLNX 86036	111A100W3
GLNX 86039	111A100W3
GLNX 86040	111A100W3
GLNX 86044	111A100W3
GLNX 86045	111A100W3
GLNX 86047	111A100W3
GLNX 86057	111A100W3
GLNX 86232	112J340W
GLNX 86257	112J400W

<u>Car No.</u>	<u>DOT Specification</u>
GLNX 86273	112J400W
GLNX 86329	112J400W
GLNX 86332	112J400W
GLNX 86334	112J400W
GLNX 86335	112J400W
GLNX 86336	112J400W
GLNX 34169	112J3400W
GLNX 152	112J400W
GLNX 154	112J400W
GLNX 158	112J400W
GLNX 162	112J400W
GLNX 163	112J400W
GLNX 165	112J400W
GLNX 171	112J400W
GLNX 172	112J400W
GLNX 174	112J400W
GLNX 176	112J400W
GLNX 178	112J400W
GLNX 185	112J400W
GLNX 187	112J400W
GLNX 191	112J400W
GLNX 194	112J400W
GLNX 201	112J400W
GLNX 204	112J400W
GLNX 208	112J400W
GLNX 210	112J400W
GLNX 216	112J400W
GLNX 219	112J400W
GLNX 221	112J400W

<u>Car No.</u>	<u>DOT Specification</u>
GLNX 238	112J400W
GLNX 239	112J400W
GLNX 240	112J400W
GLNX 247	112J400W
GLNX 248	112J400W
ARGX 5208	LO - 5250
ARGX 5211	LO - 5250
ARGX 5213	LO - 5250

JMHA/1193/GROUPA3.CAR

ATTACHMENT

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GLNX 86039	111A100W3
GLNX 86040	111A100W3
GLNX 86044	111A100W3
GLNX 86045	111A100W3
GLNX 86047	111A100W3
GLNX 86057	111A100W3
GLNX 86232	112J340W
GLNX 86257	112J400W

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GLNX 86336	112J400W
GLNX 34169	112J3400W
GLNX 152	112J400W
GLNX 154	112J400W
GLNX 158	112J400W
GLNX 162	112J400W
GLNX 163	112J400W
GLNX 165	112J400W
GLNX 171	112J400W
GLNX 172	112J400W
GLNX 174	112J400W
GLNX 176	112J400W
GLNX 178	112J400W
GLNX 185	112J400W
GLNX 187	112J400W
GLNX 191	112J400W
GLNX 194	112J400W
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GLNX 208	112J400W
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JMHA/1193/GROUPA3.CAR

Interstate Commerce Commission
Washington, D.C. 20423

12/20/93

OFFICE OF THE SECRETARY

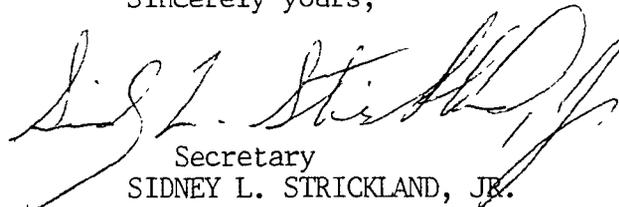
Louis E. Gitomer
Taylor Morell & Gitomer
919 18th St N.W. Suite 210
Washington, D.C. 20006

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 **12/20/93** at **9:50am**, and assigned recordation number(s).

16712-A & 16712-B

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

**AMENDMENT TO CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

RECORDATION NO. 16712-B FILED 1425

DEC 20 1993 -9 50 AM

INTERSTATE COMMERCE COMMISSION

This Amendment to Chattel Mortgage and Security Agreement (the "Amendment") is dated and entered into effective as of October 31, 1993, by and between ASSOCIATED RAILCAR, INC., a Texas corporation ("Mortgagor") and GREYHOUND FINANCIAL CORPORATION, a Delaware corporation ("Mortgagee").

RECITALS:

WHEREAS, Mortgagor and Mortgagee entered into that certain Chattel Mortgage and Security Agreement (the "Mortgage") dated December 29, 1989, and

WHEREAS, Mortgagor and Mortgagee are simultaneously herewith entering into that certain Amendment No. 1 to Loan and Security Agreement (the "Amendment No 1"), pursuant to which the outstanding balance of the Loan, as defined in the Mortgage, is being allocated between Mortgagor and JMGX Corporation, a Texas corporation ("Newco");

WHEREAS, certain of the Cars, as defined in Mortgage, are being contributed by Mortgagor to Newco, subject to the lien of the Mortgage, pursuant to and in accordance with the Split-Up, as defined in Amendment No. 1, and Newco shall simultaneously grant to Mortgagee a lien on and security interest in such Cars as are contributed to Newco, and

WHEREAS, Mortgagor and Mortgagee desire to acknowledge the contribution of such Cars to Newco and the cessation of the ownership of such Cars by Mortgagor hereunder.

NOW, THEREFORE, this Amendment to Mortgage witnesseth:

1 The Mortgage is hereby amended to delete Exhibit "A" annexed thereto and to substitute therefore Exhibit "B" attached hereto and by this reference made part hereof. From and after the date hereof, all references in the Mortgage to the Cars shall refer to the railroad cars described and listed on Exhibit "B" attached hereto.

2 Mortgagor acknowledges the simultaneous delivery to Mortgagee of Amendment No. 1. All references in Amendment No. 1 which affect the terms of the Mortgage are hereby adopted and incorporated by Mortgagor into the Mortgage.

EXHIBIT B

<u>Car No.</u>	<u>DOT Specification</u>
GLNX 287	105J300W
GLNX 303	105J300W
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GLNX 86057	111A100W3
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GLNX 176	112J400W
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