19197-B+C

NORRIS, MCLAUGHLIN & MARCUS

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW

P.O. BOX 1018
SOMERVILLE, N.J. 08876-1018
908-722-0700
TELECOPIER (908) 722-0755

HAND DELIVERY
721 RT. 202-206
BRIDGEWATER, NJ 08807

BRANCH OFFICE
CONTINENTAL PLAZA I
401 HACKENSACK AVENUE
HACKENSACK, NJ 07601
201-489-1700
TELECOPIER (201) 489-1788

RICHARD A. NORRIS
THOMAS P. McLAUGHLIN
G. ROBERT MARCUS
PETER D. HUTCHEON
JOEL N. JACOBSON
J. ANTHONY MANGER
WALTER G. REINHARD
VICTOR S. ELGORT
KENNETH D. MESKIN
KEVIN T. O'BRIEN
M. KAREN THOMPSON°
IRA S. NOVAK
EDWARD G. SPONZILLI
JOHN J. EAGAN
JAMES H. LASKEY
KENNETH R. SCHAEFER
STUART FREEDMAN
DAVID R. STRICKLER
ROBERT C. GABRIELSKI
PATRICK T. COLLINS
DOUGLAS R. BROWN
GREGORY J. ROMANO
RICHARD J. LAMBERT
MARTHA N. DONOVAN
CHARLES W. MILLER, III
JOSEPH E. SALES
HENRY G. FERRAIOLI
JONI-JEAN C. MARCHIO
NICHOLAS F. PELLITTA
JOHN N. VANARTHOS
DANIEL R. GUADALUPE
TIMOTHY R. WALTERS
KATHRYN A. HOCKENJOS
KENNETH M. KAPLAN
STEVEN A. KARG
DAVID C. ROBERTS
MICHELE S. MARCUS
ROBERT A. HYDE
ROBERT M. RUNEBORG
ALISON L. GALER
STEVEN J. SAURO
DENELLE J. WAYNICK
MARION K. LITTMAN
CHARLES H. NEWMAN
DANIEL MATEO
LINDA PISSOTT REIG
MARGARET RAYMOND
WILLIAM B. MacKNIGHT
MARK A. MONTANA
DONALD S. BARTH
MARK A. SALOMAN

JOSEPH DUNN
DANYA A. GRUNYK
OF COUNSEL

°CERTIFIED CIVIL TRIAL ATTORNEY

MEMBER OF
COMMERCIAL LAW AFFILIATES
WITH INDEPENDENT FIRMS IN
PRINCIPAL CITIES WORLDWIDE

October 28, 1996

RECEIVED
SURFACE TRANSPORTATION BOARD
NOV 6 12 28 PM '96

CERTIFIED MAIL/RRR

Secretary, Interstate Commerce
Commission
(U.S. Surface Transportation Board)
Washington, D.C. 20423

ATTENTION: DOCUMENTS FOR RECORDATION

Dear Secretary:

I have enclosed an original and one counterpart of each of the following documents, to be recorded in your Office pursuant to Section 11301 of Title 49 of the U.S. Code:

(A) AMENDMENT TO SECURITY AGREEMENT IN THE NATURE OF CHATTEL MORTGAGES AS TO 198 RAILROAD TANK CARS, dated October 17, 1996 between Continental Tank Car Corporation, H. Emerson Thomas, Sr., Gordon B. Thomas and H. Emerson Thomas, Jr. (as debtors) and Fleet Bank, N.A. (the corporate successor to The Central Jersey Bank and Trust Company) (as secured party);

(B) AMENDMENT TO ASSIGNMENT OF INTEREST IN CHATTEL MORTGAGES AS TO 198 RAILROAD TANK CARS, dated October 17, 1996 among Continental Tank Car Corporation, H. Emerson Thomas, Sr., Gordon B. Thomas and H. Emerson Thomas, Jr. (as debtors) and Fleet Bank, N.A. (the corporate successor to The Central Jersey Bank and Trust Company) (as secured party).

Such documents are secondary documents. The primary document to which document (A) is connected was recorded in the Office

of the Interstate Commerce Commission on January 31, 1995 as Instrument No. 19197. The primary document to which document (B) is connected was recorded in such Office on March 7, 1996 as Instrument No. 19197-A.

The address of Continental Tank Car Corporation, H. Emerson Thomas, Sr., Gordon B. Thomas and H. Emerson Thomas, Jr. is 200 North Avenue East, P. O. Box 550, Westfield, New Jersey 07091-0550. The address of Fleet Bank is 208 Harristown Road, Glen Rock, New Jersey 07452.

A description of the equipment covered by both documents is as follows: 198 railroad tank cars, which are more particularly identified on Schedule A to this letter.

A signed check in the amount of "Not To Exceed $75" is enclosed. Please insert the correct amount of the recording fee on the check.

Please return the original and any extra copies not needed by the Commission for recordation to Kevin T. O'Brien, Esq., Norris, McLaughlin & Marcus, P. O. Box 1018, Somerville, New Jersey 08876.

A short summary of document (A) to appear in the index is: "An amendment to Security Agreement reflecting a change in the terms of payment of the indebtedness secured thereby; and a confirmation of the security interest in the rail cars".

A short summary of document (B) to appear in the index is: "An amendment to Security Agreement reflecting a change in the terms of payment of the indebtedness secured thereby".

If there are any questions regarding the enclosures, please call me at 908-722-0700.

Very truly yours,

Kevin T. O'Brien

KOB:sad
Enclosures

SCHEDULE "A"

1-75

RAILCAR		CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX	1001	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1002	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1003	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1004	TRANSMATRIX	12/10/94	03/31/96	/ /	550.00	
CNTX	1005	TRANSMATRIX	12/10/94	03/31/96	/ /	550.00	
CNTX	1006	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1007	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1009	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1010	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1011	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1201	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1202	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1203	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1204	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1205	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1206	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1207	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1208	ASHLAND	12/01/87	09/14/95	/ /	585.00	
CNTX	1209	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1210	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1211	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1212	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1213	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1214	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1215	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1216	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1217	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1218	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1219	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1220	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1301	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1302	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1303	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1304	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1305	BP OIL	03/31/91	03/31/95	/ /	650.00	
CNTX	1306	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1307	BP OIL	03/31/91	03/31/95	/ /	650.00	
CNTX	1308	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1309	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX	1310	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1311	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1312	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX	1313	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1314	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1315	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1316	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1317	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1318	CONTINENTAL	09/30/90	10/31/94	/ /	0.00	Destoy
CNTX	1319	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX	1320	ASHLAND	12/01/87	09/14/95	/ /	585.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94 2 of 5

RAILCAR	CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX 1321	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX 1322	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 1323	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 2000	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 2003	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 2004	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 2007	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 5010	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 5011	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX 5012	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5013	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX 5014	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 5015	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5016	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5017	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5018	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5020	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5021	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5022	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5023	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX 5024	BP OIL	05/31/92	03/31/95	/ /	650.00	
CNTX 5025	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5026	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 5027	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5028	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5029	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5031	BP OIL	12/31/94	03/31/95	/ /	650.00	
CNTX 5032	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5033	BP OIL	12/31/94	03/31/95	/ /	650.00	
CNTX 5035	BP OIL	03/31/91	03/31/95	/ /	650.00	
CNTX 5036	BP OIL	05/31/92	03/31/95	/ /	650.00	
CNTX 5037	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5038	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5040	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX 5041	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5042	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 23001	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23002	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23003	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23004	HUDSON	03/15/88	12/31/96	/ /	500.00	
CNTX 23005	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23006	DUPONT	06/30/90	11/30/99	/ /	485.00	
CNTX 23007	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23008	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23009	MERCHANT	01/19/93	12/31/97	/ /	512.50	
CNTX 23010	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23011	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23012	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23013	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23014	HUDSON	01/01/88	12/31/96	/ /	500.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94 3 of 5

RAILCAR	CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX 23015	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23016	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23017	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23018	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23019	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23020	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23021	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23022	HUDSON	03/15/88	12/31/96	/ /	500.00	
CNTX 23023	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23024	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23025	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23026	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23027	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23028	DUPONT	05/31/90	11/30/99	/ /	485.00	
CNTX 23029	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23030	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23031	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23032	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23033	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23034	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23035	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23036	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23037	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23038	DUPONT	01/31/90	11/30/99	/ /	485.00	
CNTX 23039	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23040	MERCHANT	02/05/93	12/31/97	/ /	512.50	
CNTX 23041	MERCHANT	02/05/93	12/31/97	/ /	512.50	
CNTX 23042	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23043	MERCHANT	01/06/93	12/31/97	/ /	512.50	
CNTX 23044	MERCHANT	01/26/93	12/31/97	/ /	512.50	
CNTX 23045	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23046	MERCHANT	01/04/93	12/31/97	/ /	512.50	
CNTX 23047	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23048	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23050	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23051	MERCHANT	01/07/93	12/31/97	/ /	512.50	
CNTX 23052	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23053	MERCHANT	01/30/93	12/31/97	/ /	512.50	
CNTX 23054	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23055	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23056	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23057	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23058	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23059	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23060	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23061	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23062	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23063	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23064	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23065	STOLT	01/01/86	08/31/95	/ /	510.00	

Continental Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94

4 of 5

RAILCAR		CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX	23066	DUPONT	05/31/90	11/30/99	/ /	485.00	
CNTX	23067	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX	23068	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23069	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23070	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23071	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23072	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23073	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX	23074	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23075	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23076	DUPONT	06/30/90	11/30/99	/ /	485.00	
CNTX	23077	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23078	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23079	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX	23080	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX	23081	STOLT	01/13/92	08/31/95	/ /	510.00	
CNTX	27000	CONTINENTAL	01/01/86	/ /	/ /	0.00	woodra
SFTX	901	CONTINENTAL	/ /	/ /	/ /	0.00	sold
SFTX	902	CONTINENTAL	/ /	/ /	/ /	0.00	sold
SFTX	903	CONTINENTAL	/ /	/ /	/ /	0.00	sold
SFTX	945	E.I.L.	07/31/92	07/31/96	/ /	575.00	
SFTX	946	TRANS.EQUIPMENT	11/01/92	09/30/95	/ /	625.00	
SFTX	947	TRANS.EQUIPMENT	12/31/92	09/30/95	/ /	625.00	
SFTX	948	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	949	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	950	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	951	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	952	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	953	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	954	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	955	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
SFTX	956	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	957	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	958	BP OIL	12/31/90	03/31/95	/ /	650.00	
SFTX	959	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
SFTX	960	ASHLAND	11/01/87	09/14/95	/ /	585.00	
SFTX	961	TRANS.EQUIPMENT	11/01/92	09/30/95	/ /	625.00	
SFTX	962	TRANS.EQUIPMENT	11/01/92	09/30/95	/ /	625.00	
SFTX	963	TRANS.EQUIPMENT	07/31/92	09/30/95	/ /	625.00	
SFTX	964	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	965	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	966	TRANS.EQUIPMENT	12/31/92	09/30/95	/ /	625.00	
SFTX	970	NATIONAL	07/31/92	12/31/97	/ /	600.00	
SFTX	21401	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX	21402	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX	21403	DUPONT	10/31/91	12/01/99	/ /	580.00	
SFTX	21404	DUPONT	05/17/91	12/01/99	/ /	580.00	
SFTX	21405	DUPONT	05/10/91	12/01/99	/ /	580.00	
SFTX	21406	DUPONT	03/06/91	12/01/99	/ /	580.00	
SFTX	21407	DUPONT	01/01/86	09/30/96	/ /	515.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94 5 of 5

RAILCAR	CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
SFTX 21408	WELLAND	09/01/93	02/28/98	/ /	580.00	
SFTX 21409	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX 21410	DUPONT	11/30/90	12/01/99	/ /	580.00	
SFTX 21411	DUPONT	03/31/91	12/01/99	/ /	580.00	
SFTX 21412	DUPONT	05/10/91	12/01/99	/ /	580.00	
SFTX 21414	WELLAND	09/30/93	02/28/98	/ /	580.00	
SFTX 21415	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX 21416	DUPONT	11/30/89	12/01/99	/ /	580.00	
SFTX 21417	DUPONT	07/09/91	06/30/01	/ /	580.00	

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

11/6/96

Kevin T. O'Brien
Morris, McLaughlin & Marcus
P. O. Box 1018
Somerville, NJ. 08876-1018

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 11/6/96 at 10:30AM, and assigned recordation number(s). 19197-B and 19197-C.

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

$ 44.00 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 Janice M. Fort

19197-B

AMENDMENT TO
SECURITY AGREEMENT IN THE
NATURE OF CHATTEL MORTGAGES
AS TO 198 RAILROAD TANK CARS

THIS AMENDMENT, dated this 17th day of October, 1996, between CONTINENTAL TANK CAR CORPORATION ("Continental"), and H. EMERSON THOMAS, SR., GORDON B. THOMAS, and H. EMERSON THOMAS, JR. (collectively, the "Guarantors"), all of whom have a common office address at 200 North Avenue East, P. O. Box 550, Westfield, New Jersey 07091-0550 (collectively, "Continental/Thomas"), and FLEET BANK, N.A. (the corporate successor to The Central Jersey Bank and Trust Company), a national banking association (the "Creditor"), having an address at 208 Harristown Road, Glen Rock, New Jersey 07452.

Preliminary Statement

A. Continental/Thomas executed and delivered that certain Security Agreement in the Nature of Chattel Mortgages as to 198 Railroad Tank Cars dated January 12, 1995 in favor of the Bank, which was recorded in the Office of the Interstate Commerce Commission on January 31, 1995 as Instrument No. 19197 (the "Railcar Chattel Mortgage"). The Railcar Chattel Mortgage encumbers the 198 railroad tank cars described on Schedule A to the Railcar Chattel Mortgage, which Schedule A is attached hereto.

B. Continental/Thomas and the Creditor are, contemporaneously herewith, extending the maturity and modifying the terms of payment of the indebtedness secured by the Railcar Chattel Mortgage; and Continental/Thomas and the Creditor desire to reflect such amendment of record.

NOW, THEREFORE, for ten dollars and other good and valuable consideration, Continental/Thomas and the Creditor hereby agree as follows:

1. (a) The rate of interest payable on the principal amount secured by the Railcar Chattel Mortgage is hereby changed from nine (9)% per annum to one and one-fourth percent (1-1/4%) per annum in excess of the rate from time to time designated by the Creditor as its prime rate (computed on a 360-day basis). The maturity date of such indebtedness is hereby extended to January 12, 1997. The terms of payment of such indebtedness are hereby changed as provided in that certain Modification Agreement dated the date hereof between Continental and the Creditor (the "Modification Agreement").

(b) The Modification Agreement further provides that if certain conditions specified therein are satisfied, then (i) such maturity date will be extended to May 12, 2001; (ii)

such interest rate will be reduced to three-fourths of one percent per annum in excess of such prime rate from time to time; and (iii) such terms of payment of principal and interest will be further modified as provided in the Modification Agreement.

(c) All references in the Railcar Chattel Mortgage to the "Note" shall be deemed to mean the Note (as defined in the Railcar Chattel Mortgage), as modified by the Modification Agreement and as the same may hereafter be modified from time to time.

2. Each of Continental and the Guarantors hereby grants and confirms to the Creditor a security interest in all of its or his right, title and interest (whether now owned or hereafter acquired) in and to the 198 railroad tank cars that are described on Schedule A hereto, and in all Accounts and General Intangibles (as defined in the New Jersey Uniform Commercial Code) relating to such railcars and all other contracts, instruments, documents and rights relating to such railcars, to secure the indebtedness evidenced by the Note and any and all other amounts that are now or may hereafter be owing by Continental to the Creditor.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESS:

Donna M. Castiglia

Donna M. Castiglia

CONTINENTAL TANK CAR CORPORATION

By: Gordon B. Thomas
Name: GORDON B. THOMAS
Title: Vice President

WITNESS:

Donna M. Castiglia

Donna M. Castiglia

Gordon B. Thomas

H. EMERSON THOMAS, SR., by his attorney-in-fact Gordon B. Thomas

Donna M. Castiglia

Donna M. Castiglia

Gordon B. Thomas

GORDON B. THOMAS

Donna M. Castiglia

Donna M. Castiglia

Gordon B. Thomas

H. EMERSON THOMAS, JR., by his attorney-in-fact Gordon B. Thomas

WITNESS:

Donna M. Castiglia

FLEET BANK, N.A.

By: _____

Name:

Title: ROBERT AZIMEL

VICE PRESIDENT

STATE OF NEW JERSEY

COUNTY OF Somerset SS.:

On this 17th day of October, 1996, before me, the undersigned, personally appeared Gordon B. Thomas, the Vice President of Continental Tank Car Corporation (the "Corporation"), who, I am satisfied, is the person who signed the foregoing instrument, and he did acknowledge under oath that he signed and delivered the same in his capacity as such officer on behalf of the Corporation, and that he was duly authorized to do so, and that the foregoing instrument is the voluntary act and deed of such Corporation, made by virtue of the authority of its board of directors.

Donna M. Castiglia

DONNA M. CASTIGLIA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 28, 2000

STATE OF NEW JERSEY

COUNTY OF Somerset SS.:

On this 17th day of October, 1996, before me, the undersigned, personally appeared GORDON B. THOMAS (individually, and as attorney-in-fact for H. Emerson Thomas, Sr. and as attorney-in-fact for H. Emerson Thomas, Jr.), who, I am satisfied, is the person who signed the foregoing instrument, and he did acknowledge under oath that he signed and delivered the same as his voluntary act and deed and as the voluntary act and deed of H. Emerson Thomas, Sr. and H. Emerson Thomas, Jr., for the uses and purposes expressed in the instrument.

Donna M. Castiglia

DONNA M. CASTIGLIA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 28, 2000

STATE OF NEW JERSEY

COUNTY OF Somerset SS.:

On this 17th day of October, 1996, before me, the undersigned, personally appeared Robert A. Zimel, the Vice President of Fleet Bank, N.A., who, I am satisfied, is the person who signed the foregoing instrument, and he or she did acknowledge under oath that he or she signed and delivered the same in his or her capacity as such officer, that he or she was authorized to execute the same on behalf of such bank, and that the foregoing instrument is the voluntary act and deed of such bank, made by virtue of the authority of its board of directors.

Donna M. Castiglia

N:\USERS\SUE\FLEET\CONTIN\SECUR3.AMD

DONNA M. CASTIGLIA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 28, 2000

SCHEDULE "A"

1-of 5

RAILCAR		CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX	1001	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1002	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1003	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1004	TRANSMATRIX	12/10/94	03/31/96	/ /	550.00	
CNTX	1005	TRANSMATRIX	12/10/94	03/31/96	/ /	550.00	
CNTX	1006	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1007	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1009	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1010	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1011	CONTINENTAL	/ /	/ /	/ /	0.00	Sold
CNTX	1201	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1202	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1203	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1204	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1205	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1206	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1207	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX	1208	ASHLAND	12/01/87	09/14/95	/ /	585.00	
CNTX	1209	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1210	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1211	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1212	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1213	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1214	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1215	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1216	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1217	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1218	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1219	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1220	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1301	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1302	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1303	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1304	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1305	BP OIL	03/31/91	03/31/95	/ /	650.00	
CNTX	1306	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1307	BP OIL	03/31/91	03/31/95	/ /	650.00	
CNTX	1308	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1309	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX	1310	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX	1311	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1312	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX	1313	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX	1314	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1315	AMERIGAS	06/10/89	06/30/95	/ /	600.00	
CNTX	1316	TRANS.EQUIPMENT	08/15/92	09/30/95	/ /	625.00	
CNTX	1317	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX	1318	CONTINENTAL	09/30/90	10/31/94	/ /	0.00	Destoy
CNTX	1319	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX	1320	ASHLAND	12/01/87	09/14/95	/ /	585.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94 2 of 5

RAILCAR	CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX 1321	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX 1322	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 1323	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 2000	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 2003	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 2004	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 2007	ATOCHEM	03/31/90	/ /	/ /	350.00	Month
CNTX 5010	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 5011	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX 5012	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5013	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX 5014	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 5015	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5016	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5017	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5018	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5020	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5021	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5022	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5023	ASHLAND	11/01/87	09/14/95	/ /	585.00	
CNTX 5024	BP OIL	05/31/92	03/31/95	/ /	650.00	
CNTX 5025	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5026	E.I.L.	07/31/92	07/31/96	/ /	575.00	
CNTX 5027	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5028	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
CNTX 5029	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5031	BP OIL	12/31/94	03/31/95	/ /	650.00	
CNTX 5032	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5033	BP OIL	12/31/94	03/31/95	/ /	650.00	
CNTX 5035	BP OIL	03/31/91	03/31/95	/ /	650.00	
CNTX 5036	BP OIL	05/31/92	03/31/95	/ /	650.00	
CNTX 5037	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5038	BP OIL	12/31/90	03/31/95	/ /	650.00	
CNTX 5040	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
CNTX 5041	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 5042	ASHLAND	09/01/87	09/14/95	/ /	585.00	
CNTX 23001	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23002	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23003	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23004	HUDSON	03/15/88	12/31/96	/ /	500.00	
CNTX 23005	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23006	DUPONT	06/30/90	11/30/99	/ /	485.00	
CNTX 23007	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23008	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23009	MERCHANT	01/19/93	12/31/97	/ /	512.50	
CNTX 23010	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23011	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23012	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23013	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23014	HUDSON	01/01/88	12/31/96	/ /	500.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94 3-55

RAILCAR	CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX 23015	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23016	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23017	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23018	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23019	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23020	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23021	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23022	HUDSON	03/15/88	12/31/96	/ /	500.00	
CNTX 23023	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23024	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23025	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23026	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23027	P&G	05/01/87	12/31/99	/ /	450.00	
CNTX 23028	DUPONT	05/31/90	11/30/99	/ /	485.00	
CNTX 23029	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23030	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23031	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23032	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23033	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23034	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX 23035	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23036	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23037	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23038	DUPONT	01/31/90	11/30/99	/ /	485.00	
CNTX 23039	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23040	MERCHANT	02/05/93	12/31/97	/ /	512.50	
CNTX 23041	MERCHANT	02/05/93	12/31/97	/ /	512.50	
CNTX 23042	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23043	MERCHANT	01/06/93	12/31/97	/ /	512.50	
CNTX 23044	MERCHANT	01/26/93	12/31/97	/ /	512.50	
CNTX 23045	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23046	MERCHANT	01/04/93	12/31/97	/ /	512.50	
CNTX 23047	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23048	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23050	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23051	MERCHANT	01/07/93	12/31/97	/ /	512.50	
CNTX 23052	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23053	MERCHANT	01/30/93	12/31/97	/ /	512.50	
CNTX 23054	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23055	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23056	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23057	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX 23058	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23059	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX 23060	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX 23061	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23062	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23063	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23064	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX 23065	STOLT	01/01/86	08/31/95	/ /	510.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94

4 of 5

RAILCAR		CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
CNTX	23066	DUPONT	05/31/90	11/30/99	/ /	485.00	
CNTX	23067	STOLT	01/01/86	08/31/95	/ /	510.00	
CNTX	23068	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23069	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23070	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23071	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23072	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23073	P&G	11/30/91	12/31/99	/ /	450.00	
CNTX	23074	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23075	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23076	DUPONT	06/30/90	11/30/99	/ /	485.00	
CNTX	23077	MERCHANT	12/31/92	12/31/97	/ /	512.50	
CNTX	23078	HUDSON	01/01/88	12/31/96	/ /	500.00	
CNTX	23079	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX	23080	DUPONT	11/15/89	11/30/99	/ /	485.00	
CNTX	23081	STOLT	01/13/92	08/31/95	/ /	510.00	
CNTX	27000	CONTINENTAL	01/01/86	/ /	/ /	0.00	woodra
SFTX	901	CONTINENTAL	/ /	/ /	/ /	0.00	sold
SFTX	902	CONTINENTAL	/ /	/ /	/ /	0.00	sold
SFTX	903	CONTINENTAL	/ /	/ /	/ /	0.00	sold
SFTX	945	E.I.L.	07/31/92	07/31/96	/ /	575.00	
SFTX	946	TRANS.EQUIPMENT	11/01/92	09/30/95	/ /	625.00	
SFTX	947	TRANS.EQUIPMENT	12/31/92	09/30/95	/ /	625.00	
SFTX	948	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	949	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	950	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	951	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	952	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	953	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	954	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	955	TRANSMATRIX	12/31/94	03/31/96	/ /	575.00	
SFTX	956	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	957	NATIONAL	01/31/92	12/31/97	/ /	600.00	
SFTX	958	BP OIL	12/31/90	03/31/95	/ /	650.00	
SFTX	959	TRANS.EQUIPMENT	08/31/88	12/31/95	/ /	540.00	
SFTX	960	ASHLAND	11/01/87	09/14/95	/ /	585.00	
SFTX	961	TRANS.EQUIPMENT	11/01/92	09/30/95	/ /	625.00	
SFTX	962	TRANS.EQUIPMENT	11/01/92	09/30/95	/ /	625.00	
SFTX	963	TRANS.EQUIPMENT	07/31/92	09/30/95	/ /	625.00	
SFTX	964	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	965	NATIONAL	01/01/86	12/31/97	/ /	600.00	
SFTX	966	TRANS.EQUIPMENT	12/31/92	09/30/95	/ /	625.00	
SFTX	970	NATIONAL	07/31/92	12/31/97	/ /	600.00	
SFTX	21401	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX	21402	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX	21403	DUPONT	10/31/91	12/01/99	/ /	580.00	
SFTX	21404	DUPONT	05/17/91	12/01/99	/ /	580.00	
SFTX	21405	DUPONT	05/10/91	12/01/99	/ /	580.00	
SFTX	21406	DUPONT	03/06/91	12/01/99	/ /	580.00	
SFTX	21407	DUPONT	01/01/86	09/30/96	/ /	515.00	

Contintal Tank Car, Inc.
RAILCAR STATUS REPORT

12/14/94 5 of 5

RAILCAR	CUSTOMER	DATE SHPD	EXPIR	RETURND	RATE	NOTES
SFTX 21408	WELLAND	09/01/93	02/28/98	/ /	580.00	
SFTX 21409	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX 21410	DUPONT	11/30/90	12/01/99	/ /	580.00	
SFTX 21411	DUPONT	03/31/91	12/01/99	/ /	580.00	
SFTX 21412	DUPONT	05/10/91	12/01/99	/ /	580.00	
SFTX 21414	WELLAND	09/30/93	02/28/98	/ /	580.00	
SFTX 21415	DUPONT	01/01/86	09/30/96	/ /	515.00	
SFTX 21416	DUPONT	11/30/89	12/01/99	/ /	580.00	
SFTX 21417	DUPONT	07/09/91	06/30/01	/ /	580.00	