RECORDATION NO. 19200-E
FILED 1425
FEB 16 1995 - PM

SUPPLEMENT NO. III

SUPPLEMENT NO. III to the ASSIGNMENT AND SECURITY AGREEMENT (CHATTEL MORTGAGE) (the "Security Agreement") dated as of February 3, 1995 between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, a national banking association, as trustee (together with its successors and assigns, the "Trustee").

1. This Supplement is executed and delivered pursuant to the Security Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted a security interest in to the Trustee, and to confirm the assignment under, and security interest created by, the Security Agreement with respect to such Collateral. Any term defined in the Security Agreement (or in the Loan Agreement referred to therein) and used herein shall have its defined meaning when used herein.

2. The Debtor has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Trustee, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Trustee, in each case pursuant to the Security Agreement, all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a) and 2(b) hereof and all Proceeds thereof:

(a) Certain railroad tank cars and covered hopper cars described below (individually, an Item of Equipment, and collectively constituting Equipment, for purposes of the Security Agreement), together with all accessories, equipment, parts and appurtenances appertaining or attached to any such Equipment, whether now owned or at any time hereafter acquired by the Debtor, and all substitutions, replacements of, and additions, improvements and accumulations to, any and all of said Equipment, together with all rents, issues, income, profits and avails

therefrom, any and all Mileage Credits relating thereto and any and all Proceeds thereof.

Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designation
ACFX 78036	1	T105

(b) All right, title and interest of the Debtor in and to each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment described in paragraph 2(a) hereof, including, without limitation, the leases specified on Schedule I hereto (each such lease, including all amendments, supplements and schedules thereto, constituting an Assigned Lease for purposes of the Security Agreement), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due or to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments constituting Assigned Lease Proceeds for purposes of the Security Agreement), and otherwise in accordance with the provisions of the Security Agreement.

3. Schedule I hereto and the relevant Memorandum of Lease and Memorandum of Assignment sets forth a complete and accurate description of each Assigned Lease referred to in Section 2(b) hereof.

4. All the provisions of the Security Agreement are hereby incorporated in this Supplement and made a part

hereof. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement on this day of February, 1995.

ACF INDUSTRIES, INCORPORATED,

By: _____
Title:

FIST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee

By: _____
Title: ASSISTANT VICE PRESIDENT

STATE OF New York)
COUNTY OF New York) ss.:

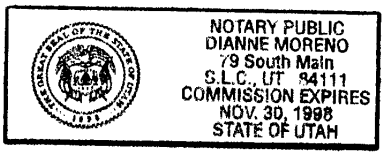
On this 14th day of February, 1995, before me, personally appeared Robert Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation by authority of its Board of Directors on February 14, 1995; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

On this day of February, 1995, before me, personally appeared Nancy Dahl, to me personally known, who being by me duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION; that said instrument was signed on behalf of said national banking association by authority of its Board of Directors on February , 1995; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Dianne Moreno
Notary Public

Schedule I to
Supplement to Security Agreement

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
UNION CAMP CORPORATION	0790069	ACFX 78036	1	T105