

B10
14119-B

Counterparts - Cf. No. 14119-B

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2073

ELIAS C. ALVORD (1942)
WELLSWORTH C. ALVORD (1964)
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MILTON C. GRACE*
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OF COUNSEL
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CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK REGISTRATION NO. 14119-B, F 153 1423
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

JUL 10 1987 - 2 10 PM

INTERSTATE COMMERCE COMMISSION
July 10, 1987

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

No. 7-191A078
Date JUL 10 1987
Fee \$ 10.00

Dear Ms. McGee

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three copies of a Supplement to Chattel Mortgage dated June 29, 1987, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to a Chattel Mortgage dated as of July 15, 1983, which was duly filed and recorded on August 10, 1983 at 12:35 p.m. and assigned Recordation Number 14119.

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: Citibank, N.A.
399 Park Avenue
New York, New York 10043

A description of the railroad equipment covered by the enclosed document is set forth in Schedule I, consisting of Exhibits "A" and "B", attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

JUL 16 1987
U.S. DEPT. OF JUSTICE
RECORDS SECTION

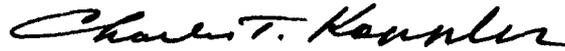
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 10, 1987
Page Two

Kindly return two 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 June 29, 1987 between ACF Industries, Incorporated, Mortgagor, and Citibank, N.A., Mortgagee covering the release and substitution of railcars.

Very truly yours,



Charles T. Kappler

Enclosures

Schedule I

EXHIBIT "A"DESCRIPTION OF RELEASED EQUIPMENT

<u>INITIALED ACFX & NUMBERED</u>	<u>VALUE</u>	<u>AAR DESIGNATION</u>
19385	\$ 15,888	T563
19390	15,889	"
19395	24,107	"
19441	31,611	"
19444	31,611	"
46907	17,514	C713
46980	16,040	C513
52962	20,493	C214
62614	14,440	C112
62649	16,606	"
62713	16,606	"
80955 (Formerly RSTX 23105)	29,328	T106
82310	19,750	T105
82324	28,649	"
82381	27,959	"
82524	27,808	"
85190	32,200	T537
88219	30,692	T108
88392	17,500	T104
	<hr/>	
	\$ 434,691	

EXHIBIT "B"

DESCRIPTION OF SUBSTITUTED EQUIPMENT

<u>INITIALED ACFX & NUMBERED</u>	<u>VALUE</u>	<u>AAR DESIGNATION</u>
51116	\$ 69,985	C614
51133	"	"
51134	"	"
51135	"	"
51136	"	"
51137	"	"
51138	"	"
51139	"	"
51140	"	"
51206	70,605	"
51207	"	"
51208	"	"
51209	"	"
51210	"	"
51211	"	"
51212	"	"
51213	"	"
51214	"	"
51215	"	"
51216	"	"
51217	"	"
51218	"	"
51219	"	"
51220	"	"
51221	"	"
51222	"	"
51223	"	"
51224	"	"
51225	"	"
51226	"	"
51227	"	"
51228	"	"
51229	"	"
51232	"	"
51233	"	"
51234	"	"
59927	<u>67,369</u>	"
	\$2,603,569	

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/10/87

Charles T. Kappler, Esq.
Alvord and Alvord
918 Sixteenth Street, N. W.
Washington, D. C. 20006

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/10/87 at 2:10 PM, and assigned recordation number(s).

14119-B

Sincerely yours,

Noreta L. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

JUL 10 1987 -2 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO CHATTEL MORTGAGE

SUPPLEMENT TO CHATTEL MORTGAGE dated June 29, 1987, from ACF INDUSTRIES, INCORPORATED (the "Mortgagor"), a New Jersey corporation having its principal office at 3301 Rider Trail South, Earth City, Missouri, as Mortgagor, to CITIBANK, N.A. (the "Mortgagee"), a national banking association having its principal office at 399 Park Avenue, New York, New York 10043, as Mortgagee.

WHEREAS, the Mortgagor has heretofore executed and delivered to the Mortgagee a Chattel Mortgage dated July 15, 1983 (the "Mortgage"), covering certain railroad tank cars and covered hopper cars (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 August 10, 1983, at 12:35 a.m. and assigned Recordation No. 14119 of the Interstate Commerce Commission:

WHEREAS, the Mortgagor wishes to add additional Equipment to be subjected to the lien of the Mortgage, in substitution for certain items of Equipment which have suffered casualty occurrences (as defined in the Mortgage) and in addition to the other Equipment subject to the lien of the Mortgage, in order to maintain the value

of the Mortgagee's collateral:

WHEREAS, the Mortgagor has furnished to the Mortgagee the documents required under Articles 4 and 8 of the Mortgage:

IT IS AGREED AS FOLLOWS:

1. The parties acknowledge and agree that the units of Equipment listed in Exhibit "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 Exhibit "A", and in addition thereto, 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 units of Equipment listed in Exhibit "B" hereto, together with all attachments, accessories, accessions and additions now or hereafter attached to or placed upon the Equipment, and any replacements thereof, so that such 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 Exhibit "B" hereto as substituted and additional Equipment subject to the Mortgage.

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

ACF INDUSTRIES, INCORPORATED

BY James J. Linger
Senior Vice President - Finance

(Seal)

Attest:

[Signature]
Secretary

CITIBANK, N.A.

BY [Signature]

(Seal)

Attest:

Joan Franzino

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On the 29th day of June, 1987, before me personally came J. J. Unger to me known, who, being by me duly sworn, did depose and say that he is Sr. Vice President-Finance and Chief Financial Officer of ACF Industries, Incorporated, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed name thereto by like order.

W. Marveta Zimmerman
Notary Public

(Seal)

My commission expires: April 7, 1990

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the ^{7th} day of ~~June~~ ^{JULY} 1987, before me personally came Mitchell W. Hedstrom to me known, who, being by me duly sworn, did depose and say that he is Vice President of Citibank, N.A., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Joan Franzino
Notary Public

(Seal)

My commission expires: April 30, 1989

JOAN FRANZINO
Notary Public, State of New York
No. 30-01FR4752174
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires ~~March 30, 1987~~
April

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