

16652-A
\$15

LAW OFFICES

ALVORD AND ALVORD

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RECORDATION NO. 16652-A
FILED 145

JUL 16 1990 - 11 00 AM

July 16, 1990 INTERSTATE COMMERCE COMMISSION

0-197A004

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three original copies of a Supplement No. 1 dated July 16, 1990 to Schedule B Annexed to Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, 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 Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, which was filed and recorded on December 15, 1989 under Recordation Number 16652.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries Incorporated
100 South Bedford Road
Mt. Kisco, New York 10549

Secured Party: Norstar Bank
40 Main Street
Hempstead, New York 11511

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

06 JUL 15 01 91 707

C. T. Kappler
[Signature]

SCHEDULE A

CARS INITIALED
AND NUMBERED

AAR DSG.

TOTAL
CARS

CARS INITIALED AND NUMBERED	AAR DSG.	TOTAL CARS
ACFX 66653	C214	119
▪ 66657		
▪ 66659		
▪ 66661 - 66664		
▪ 66668		
▪ 66670		
▪ 66673 - 66674		
▪ 66676 - 66677		
▪ 66681 - 66689		
▪ 66691 - 66694		
▪ 66696 - 66700		
▪ 66705 - 66707		
▪ 66709 - 66711		
▪ 66713 - 66739		
▪ 66741 - 66742		
▪ 66744		
▪ 66746		
▪ 66752 - 66753		
▪ 66759		
▪ 66761 - 66762		
▪ 67060		
▪ 67062		
▪ 67070		
▪ 67071 - 67073		
▪ 67076		
▪ 67081		
▪ 67085		
▪ 67089 - 67091		
▪ 67104		
▪ 67116		
▪ 67118 - 67121		
▪ 67123 - 67150		
▪ 45022	C614	3
▪ 45025		
▪ 45029		
▪ 45056 - 45058	C614	3
▪ 45059 - 45060	C614	2
▪ 45061 - 45070	C614	10
▪ 45071 - 45072	C614	2
▪ 45073 - 45087	C614	15
▪ 73800 - 73827	T054	28
▪ 73770 - 73799	T544	30
	Total	212

Interstate Commerce Commission
Washington, D.C. 20423

7/16/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
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 7/16/90 at 11:00am and assigned recordation number(s). 16652-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16652A FILED 1425

JUL 16 1990 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 1
TO
SCHEDULE B
ANNEXED TO LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 15, 1989
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK
("BANK")

WHEREAS, Debtor and the Bank entered into a certain Loan, Chattel Mortgage and Security Agreement dated December 15, 1989 (the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to the Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to the Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

CARS INITIALED AND NUMBERED	AAR DSG.	TOTAL CARS
ACFX 66653	C214	119
" 66657		
" 66659		
" 66661 - 66664		
" 66668		
" 66670		
" 66673 - 66674		
" 66676 - 66677		
" 66681 - 66689		
" 66691 - 66694		
" 66696 - 66700		
" 66705 - 66707		
" 66709 - 66711		
" 66713 - 66739		
" 66741 - 66742		
" 66744		
" 66746		
" 66752 - 66753		
" 66759		
" 66761 - 66762		
" 67060		
" 67062		
" 67070		
" 67071 - 67073		
" 67076		
" 67081		
" 67085		
" 67089 - 67091		
" 67104		
" 67116		
" 67118 - 67121		
" 67123 - 67150		
" 45022	C614	3
" 45025		
" 45029		
" 45056 - 45058	C614	3
" 45059 - 45060	C614	2
" 45061 - 45070	C614	10
" 45071 - 45072	C614	2
" 45073 - 45087	C614	15
" 73800 - 73827	T054	28
" 73770 - 73799	T544	<u>30</u>
	Total	212

As a condition to the making of the Loans by the Bank, Debtor shall execute and deliver appropriate Uniform Commercial Code financing statements which reflect the additional Equipment and Leases referred to above.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 16th day of July, 1990.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi
Umesh Choksi
Assistant Treasurer

NORSTAR BANK

By: Jonathan A. Lucas
Jonathan A. Lucas
Vice President

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

On this ___ day of _____, 19___, before me personally came _____, to me known, who being to me duly sworn, did depose and say that he resides at _____, that he is the _____ of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; the 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.

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

On this ___ day of _____, 19___, before me personally came Jonathan A. Lucas, to me known, who being to me duly sworn, did depose and say that he resides at 56 E 42 St, NY NY 10017, that he is the Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
 NOTARY PUBLIC, State of New York
 No. 41-4505178
 Qualified in Queens County
 Commission Expires February 28, 1992

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

On this 16th day of July, 1990, before me personally came Umesh Choksi, to me known, who being by me duly sworn, did depose and say that he resides at 2031 Schoettler Valley Dr., Chesterfield, Missouri 63017; that he is the Assistant Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation 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.



W. Marineta Zimmerman
Notary Public

W MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST CHARLES COUNTY
MY COMMISSION EXP APR 7, 1994