ACF INDUSTRIES
INCORPORATED
750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. 9714-A FILED
MAR 18 1983 11 50 AM
INTERSTATE COMMERCE COMMISSION

3-077A034
No.
Date MAR 18 1983
Fee $10.00
ICC Washington, D.C.

RECEIVED
MAR 18 11 42 AM '83
FEE OPERATION BR.

March 10, 1983

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. §11303 and the regulations thereunder five original counterparts of a Supplement to Chattel Mortgage (the Supplement) dated as of February 15, 1983, between the following:

(a) Trustee-Lessor — The Chase Manhattan Bank (National Association)
One Chase Manhattan Plaza
New York, New York 10081

(b) Lessee: — ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

this one is 9714-A

The equipment covered by the Supplement is as follows:

5 - Railroad Center Flow Covered Hopper Cars, all initialled ACFX and having the respective AAR Mechanical Designation Codes and car numbers as follows:

AAR Code	Car No.
L554	58404 and 58407
L254	97823 and 98081
LO	98013

4 - Railroad Tank Cars, all initialled ACFX, having A.A.R. Mechanical Designation Code T104 and the following car numbers: 78465, 78542, 78551 and 78553.

7 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation C113, initialled ACFX and numbered 27807 through 27813.

March 10, 1983

The enclosed Supplement supplements the Chattel Mortgage dated September 1, 1978 between The Chase Manhattan Bank (National Association), as Mortgagee, and ACF Industries, Incorporated, as Mortgagor, which was filed and recorded in your office at 10:55 A.M. on September 25, 1978, under Recordation No. 9714.

According to our records no other supplemental document has since been filed with you under Recordation No. 9714; we accordingly request that the enclosed be filed under the next available alphabetical letter, presumably 9714-A.

The first two groups of cars listed above are released by the Supplement by reason of their having suffered a Casualty Occurrence as defined in the Chattel Mortgage. The third group of cars listed above is being subjected to the lien of the Chattel Mortgage in substitution for those released.

We also enclose a check drawn to the order of the Commission in the sum of $10.00 in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplement, including the copy stamped "ACF Copy" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,

R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosures

9714-A

RECORDATION NO. 9714-A FILED 1425

MAR 18 1983 11 50 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO CHATTEL MORTGAGE

THIS SUPPLEMENT TO CHATTEL MORTGAGE dated as of February 15, 1983, from ACF INDUSTRIES, INCORPORATED, a New Jersey corporation having its principal office at 750 Third Avenue, New York, New York 10017 (the "Mortgagor"), as Mortgagor, to THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), a national banking association having its principal office at 1 Chase Manhattan Plaza, New York, New York 10081 (the "Mortgagee"), as Mortgagee.

WHEREAS, the Mortgagor has heretofore executed and delivered to the Mortgagee a Chattel Mortgage dated September 1, 1978 (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 September 25, 1978 at 10:55 A.M. and assigned Recordation No. 9714 of the Interstate Commerce Commission;

WHEREAS, certain of the items of Equipment subject to the lien of the Mortgage have become the subject of one or more Casualty Occurrences (as defined in the Mortgage) and, in substitution therefor, the Mortgagor desires to place other items of Equipment of equivalent value under the lien of the Mortgage in order to restore the Mortgagee's collateral to the value it would have had absent such

Casualty Occurrences, and

WHEREAS, the Mortgagor has furnished to the Mortgagee herewith the other documents required under Articles 3 and 5 of the Mortgage:

IT IS AGREED AS FOLLOWS:

1. The parties acknowledge and agree that the items of Equipment listed in Schedule 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 Schedule A, 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 items of Equipment listed in Schedule B hereto, together with all attachments, accessories, accessions and additions now or hereafter attached to or placed upon said items of Equipment and replacements thereof, so that such substituted 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 Schedule B hereto in discharge of the Mortgagor's obligations under Articles 3 and 5 of the Mortgage in respect of the items listed in Schedule A hereto.

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

ACF INDUSTRIES, INCORPORATED

By _____
Treasurer

(Seal)

Attest: _____
Assistant Secretary

THE CHASE MANHATTAN BANK
(National Association)

By _____
2nd Vice President

(Seal)

Attest: Catherine Harnett
Title: Second VP

SCHEDULE 'A'

DESCRIPTION OF RELEASED EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Initialled and Numbered
1	L554	ACFX 58404
1	L554	ACFX 58407
1	T104	ACFX 78465
1	T104	ACFX 78542
1	T104	ACFX 78551
1	T104	ACFX 78553
1	L254	ACFX 97823
1	LO	ACFX 98013
1	L254	ACFX 98081

SCHEDULE 'B'

DESCRIPTION OF SUBSTITUTED EQUIPMENT

7 Cars Put Into Use On Or After December 1, 1982

Quantity	A.A.R. Mechanical Designation Code	Initialled and Numbered
7	Cl13	ACFX 27807-27813

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

On the 15th day of February, 1983 before me personally came B. A. Gustafsen , to me known, who, being by me duly sworn, did depose and say that he resides at 38 Jennifer Lane, New Canaan, Conn. 06840 ; that he is Treasurer 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 his name thereto by like order.

(Seal)

Anthony M. Romanello
Notary Public

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1983

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

On the 22 day of February, 1983 before me personally came Keane D. Slatten to me known, who, being by me duly sworn, did depose and say that he resides at 124 Park Place Brooklyn NY 11217 ; that he is Second Vice President of The Chase Manhattan Bank (National Association), 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.

(Seal)

Angela Agatisa
Notary Public

ANGELA AGATISA
Notary Public, State of New York
No. 24-4640784
Qualified in Kings County
Cert. Filed in New York Co.
Commission Expires Mar. 30, 1984