

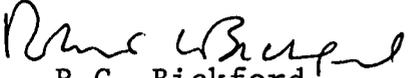
Secretary
Interstate Commerce Commission

November 27, 1985

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We request that four copies of the enclosed Supplement, all bearing the Commission's recordation data, be returned to R.C. Bickford, Assistant Secretary, ACF Industries, Incorporated, 500 Fifth Ave., New York, New York 10110, or to the bearer.

Sincerely,


R.C. Bickford
Assistant Secretary

RCB:psr
Encl.

9714-B

RECORDATION NO. 9714-B Filed 1425

SUPPLEMENT TO CHATTEL MORTGAGE

DEC 2 1985 -10 25 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT TO CHATTEL MORTGAGE dated November 18, 1985, from ACF INDUSTRIES, INCORPORATED, a New Jersey corporation having its principal office at 3301 Rider Trail South, Earth City, Missouri 63045 (hereinafter called the "Mortgagor", as Mortgagor, to THE CHASE MANHATTAN BANK, N.A., a national banking association having its principal office at 1 Chase Manhattan Plaza, New York, New York 10081 (hereinafter called the "Mortgagee") as Mortgagee.

WHEREAS, the Mortgagor has heretofore executed and delivered to the Mortgagee a Chattel Mortgage dated September 1, 1978 (hereinafter called the "Mortgage"), covering certain railroad tank cars and covered hopper cars (hereinafter called 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.

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:

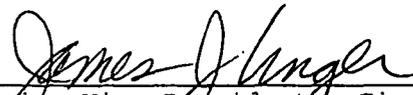
1. The parties acknowledge and agree that the items of Equipment listed in Schedule "A" hereto have become the subject of one or more casualty occurrences and are, therefore, released and discharged from the lien of the Mortgage for all purposes.

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

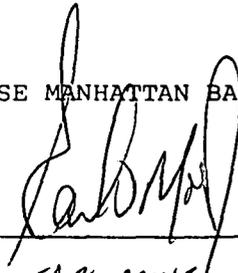
By 
Senior Vice President - Finance
and Chief Financial Officer

Attest: (SEAL)


Secretary

THE CHASE MANHATTAN BANK, N.A.

By


EARL MORRILL, V.P.

(SEAL)

Attest:

By Therese Alexander
Assistant Secretary

STATE OF *Missouri*)
) ss:
COUNTY OF *St. Louis*)

On this *18th* day of *November 1985*, before me personally appeared *James J. Unger*, to me personally known, who, being by me duly sworn, says that he is the Senior Vice President - Finance and Chief Financial Officer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires: **JANET L. ZIMMERMAN**
NOTARY PUBLIC - STATE OF MISSOURI
COUNTY OF ST. CHARLES
MY COMMISSION EXPIRES DEC. 2, 1988

STATE OF *new York*)
) ss:
COUNTY OF *manhattan*)

On this *21* day of *November*, before me personally appeared *Earl Mohr*, to me personally known, who, being by me duly sworn, says that he is *Vice President* of THE CHASE MANHATTAN BANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

My commission expires:
BETTY LOU JACKS
Notary Public, State of New York
Notary Public License
Certificate Filed Queens County Clerk
Commission Expires March 30, 1984

SCHEDULE "A"

DESCRIPTION OF RELEASED EQUIPMENT

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALED & NUMBERED</u>
1	L254	ACFX 58399
1	L554	ACFX 58409
1	LO	ACFX 58428
1	L254	ACFX 58434
1	T104	ACFX 78466
1	T106	ACFX 78533
1	T104	ACFX 78554
1	T104	ACFX 78583
1	LOC	ACFX 97853
1	LO	ACFX 98018

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SCHEDULE "B"

DESCRIPTION OF SUBSTITUTED EQUIPMENT

Cars Put Into Use On Or After August 1, 1985:

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALLED & NUMBERED</u>
1	C614	ACFX 51141
1	C614	ACFX 51142
1	C614	ACFX 59942
1	C614	ACFX 59943
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