



The nationwide boxcar pool

AMERICAN RAIL BOX CAR COMPANY
300 South Wacker Drive
Chicago, Illinois 60606
(312) 786-1200

RECEIVED

JUL 18 1 18 PM '79

July 13, 1979

RECORDATION NO. 9219-C Filed 1425

JUL 18 1979 - 1 25 PM

I. C. C.
FEE OPERATION BR.

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 3-2281-95

Date JUL 17 1979

Fee \$10.00

ICC Washington, D. C.

Counterparts - C. H. Kumbel

Gentlemen:

Will you please record as provided in the Interstate Commerce Act, 49 U.S.C. § 11303, the Manufacturing Agreement Supplement No. 2 dated as of July 15, 1979, between ACF Industries, Incorporated and Railbox Company. Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 2 are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturer: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

Company: Railbox Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment

Type	AAR		Units	Marked*	Numbered
	Mechanical Designation				
50'6", 70-ton capacity general service boxcar	XM		500	RBOX	33600 - 34099

*All units will have marked on each side thereof the following legend:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

RECORDATION NO. *9219* Filed 1425

JUL 18 1979 1 25 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. *9219-c* Filed 1425

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 JUL 18 1979 1 25 PM
DATED AS OF JULY 15, 1979 between ACF INDUSTRIES,
INCORPORATED (hereinafter called the Manufacturer) and RAILBOX COMPANY (formerly AMERICAL RAIL BOX
and RAILBOX COMPANY (formerly AMERICAL RAIL BOX
CAR COMPANY) (hereinafter called the Company).

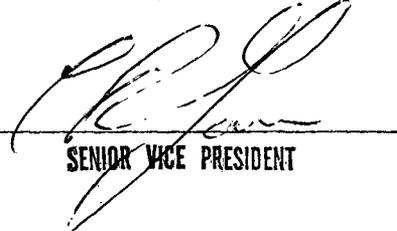
The parties hereto have heretofore entered into a Manufacturing Agree-
ment dated as of January 15, 1978, which was filed and recorded with the Inter-
state Commerce Commission pursuant to the Interstate Commerce Act 49 USC 11303(a)
on January 30 , 1978 , at 9:40 a.m. , recordation
number 9219 , which provides for the execution and delivery from time to
time of supplements thereto each substantially in the form hereof for the
purpose of subjecting to said Manufacturing Agreement additional units of new,
standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto
are hereby subjected to said Manufacturing Agreement. The information set forth
in Annex A hereto in respect of such units of railroad equipment, and set forth
in Items 2, 3 and 4 of said Annex A, is hereby incorporated into Annex A to
the Manufacturing Agreement as though originally set forth therein; provided,
however, that such information shall apply and refer only to the units of
railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

ACF INDUSTRIES, INCORPORATED

By



SENIOR VICE PRESIDENT

(CORPORATE SEAL)

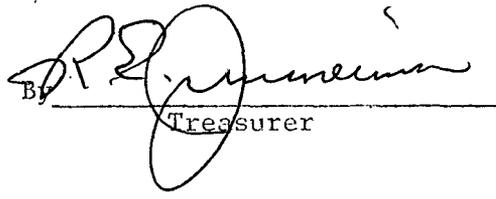
ATTEST:



Secretary

RAILBOX COMPANY

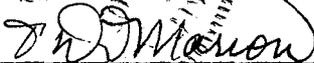
By



Treasurer

(CORPORATE SEAL)

ATTEST:



Assistant Secretary

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 16th day of July, 1979, before me personally appeared C. R. GARR, ~~W. G. Anderson~~ **SENIOR VICE PRESIDENT** to me personally known, who being by me duly sworn, says that he is ~~Treasurer~~ 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.

Edwin F. Meyer
Notary Public

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980



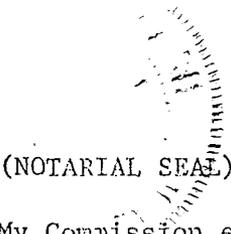
(NOTARIAL SEAL)

My Commission expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 13th day of July, 1979, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY; 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.

David J. Walsh
Notary Public



(NOTARIAL SEAL)

My Commission expires:

Nov. 17, 1980

ANNEX A

ACF INDUSTRIES, INCORPORATED
(Manufacturer)

RAILBOX COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification (Contract Number)</u>
50'6 ", 70-ton Capacity, general service boxcar	500	33600 - 34099	\$32,672.07	\$16,336,035.00	July-Sept. '79	B-3078-A #68-43-060774

ITEM 2: January 15, 1980

ITEM 3: January 15, 1980

ITEM 4: 750 Third Avenue, New York, New York 10017