

3781 K
RECORDATION NO. _____ Filed & Recorded

OCT 15 1971 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST NO. 1 OF 1966

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated September 27, 1971

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated September 27, 1971, between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated April 15, 1966 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust No. 1 of 1966", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has made payment to the Company of \$229,365.00, out of funds previously deposited with the Trustee pursuant to Section 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to,

and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.06 of the Agreement; and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment.

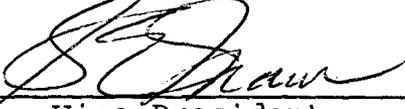
NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

1. The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such new equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment.

2. This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

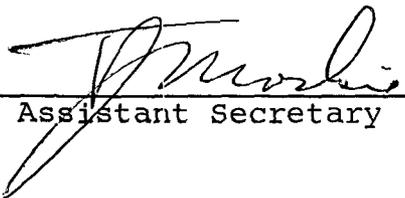
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee

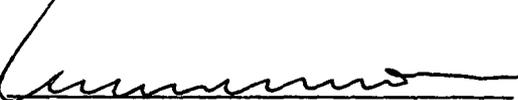
By 
Vice President

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Treasurer

(Corporate Seal)

Attest:

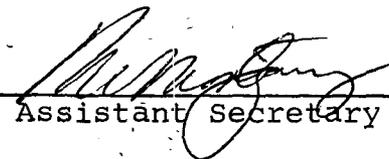

Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

	<u>PLACED IN SERVICE</u>	<u>COST</u>	<u>COST LESS 1/20th FOR EACH YEAR IN SERVICE</u>	<u>ACTUAL FAIR VALUE</u>	<u>FAIR VALUE</u>
5 Tank Cars, Class ICC 111A100W1, initialled RS&P and numbered 23145 to 23149 inclusive	Aug. 1969				
Per Unit		\$16,943	\$ 15,249	\$ 16,283	\$ 15,249
5 Units		84,715	76,245	81,415	76,245
1 Tank Car, Class ICC 111A100W2, initialled ACFX and numbered 6810	July 1969	39,646	35,681	35,782	35,681
1 Tank Car, Class ICC 111A100W1, initialled ACFX and numbered 15100	April 1969	18,000	16,200	16,500	16,200
6 Center Flow Covered Hopper Cars, initialled ACFX and numbered:					
44500	June 1968	19,720	16,762	17,187	16,762
44503	July 1968	18,213	15,481	16,023	15,481
44504	June 1968	19,225	16,341	16,800	16,341
44584	June 1969	19,623	17,660	18,091	17,660
44585	June 1969	19,623	17,660	18,091	17,660
44586	June 1969	19,622	17,660	18,091	17,660
			<u>\$229,690</u>	<u>\$237,980</u>	<u>\$229,690</u>

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

On this *4th* day of *October*, 1971, before me personally appeared *G. E. MAIER*, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST 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.

(NOTARIAL SEAL)

Christine Gerace

CHRISTINE GERACE
Notary Public, State of New York
No. 24-1407147
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1973

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

On this *27th* day of *September*, 1971, before me personally appeared W. C. Anderson, to me personally known, who, being by me duly sworn, says that he is the 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.

(NOTARIAL SEAL)

Edwin F. Meyer

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, 1972